MARVEL® COMICS GROUP
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BEGINNING SEPT. 12th ON NBC
SPIDER-MAN
AND HIS AMAZING FRIENDS!
©1981 MARVEL COMICS GROUP
THE UNCANNY
X-MEN
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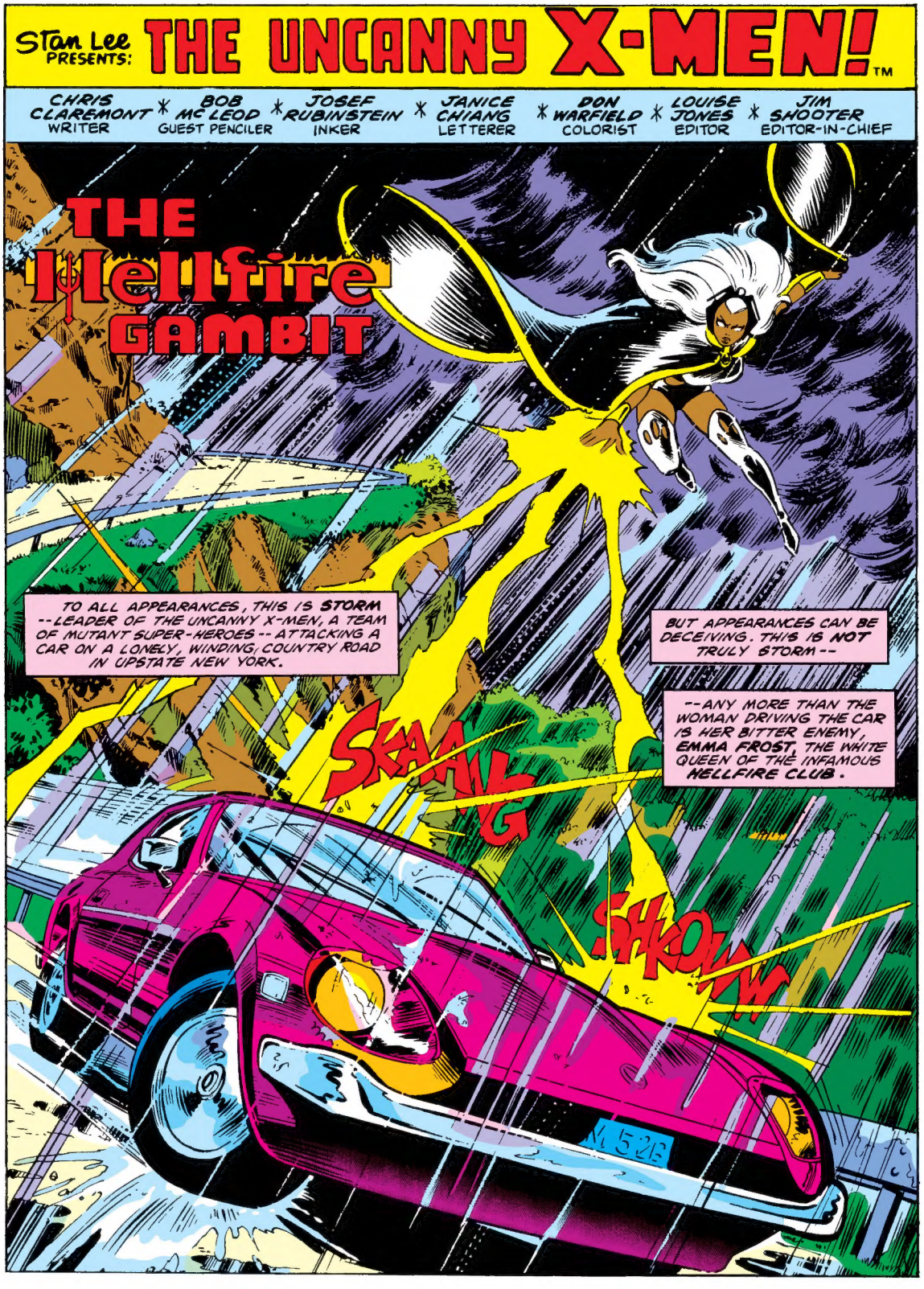

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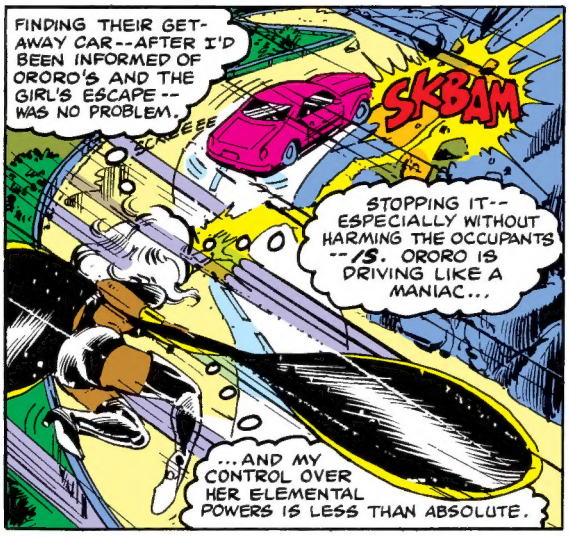
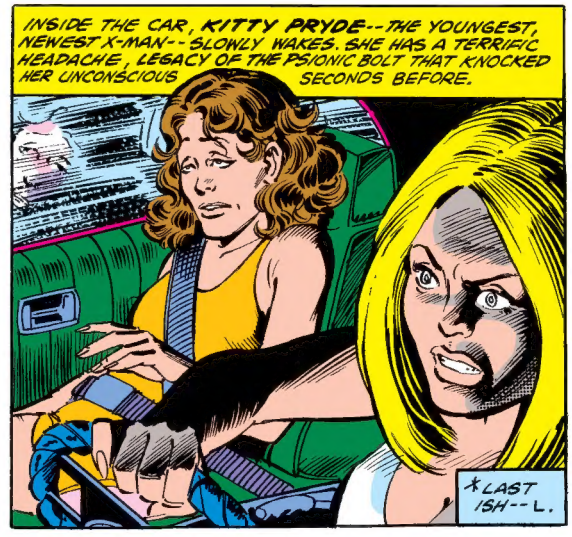
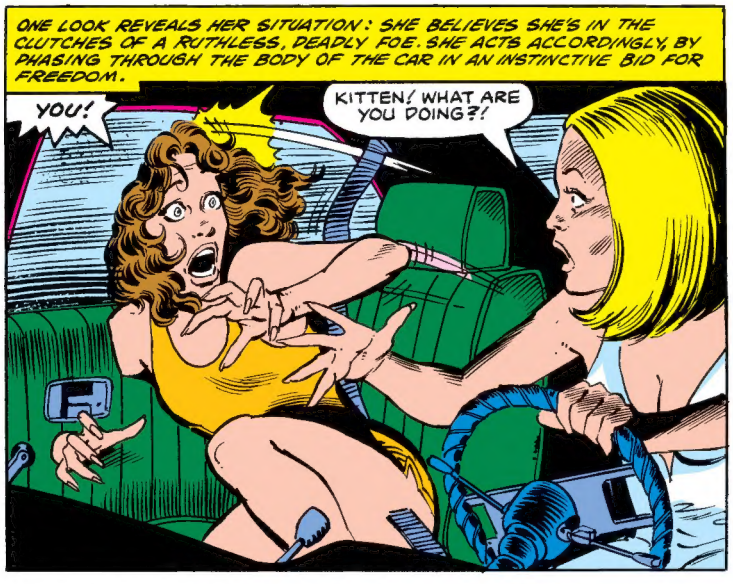
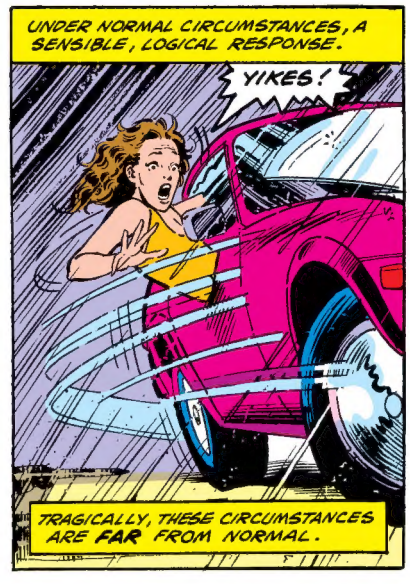
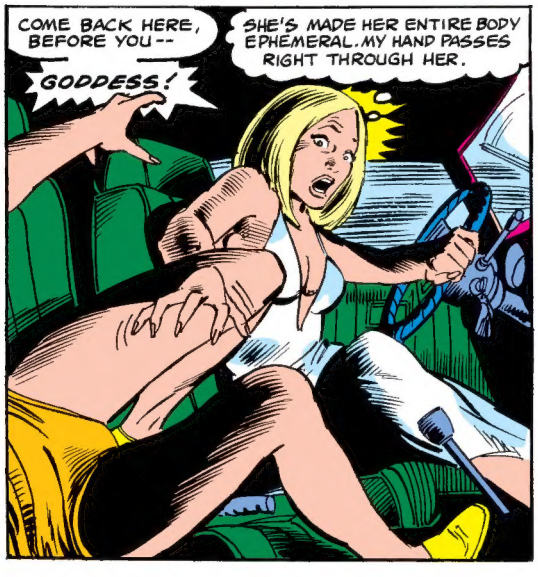
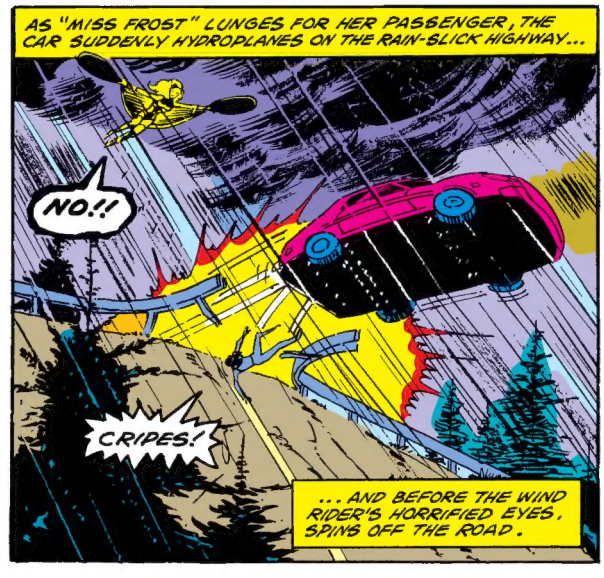

FINDING THEIR GET-AWAY CAR--AFTER I'D BEEN INFORMED OF ORORO'S AND THE GIRL'S ESCAPE--WAS NO PROBLEM.
SKBAM
STOPPING IT--ESPECIALLY WITHOUT HARMING THE OCCUPANTS--IS. ORORO IS DRIVING LIKE A MANIAC...
...AND MY CONTROL OVER HER ELEMENTAL POWERS IS LESS THAN ABSOLUTE.


INSIDE THE CAR, KITTY PRYDE--THE YOUNGEST, NEWEST X-MAN--SLOWLY WAKES. SHE HAS A TERRIFIC HEADACHE, LEGACY OF THE PSIONIC BOLT THAT KNOCKED HER UNCONSCIOUS SECONDS BEFORE.
*LAST ISH--L.

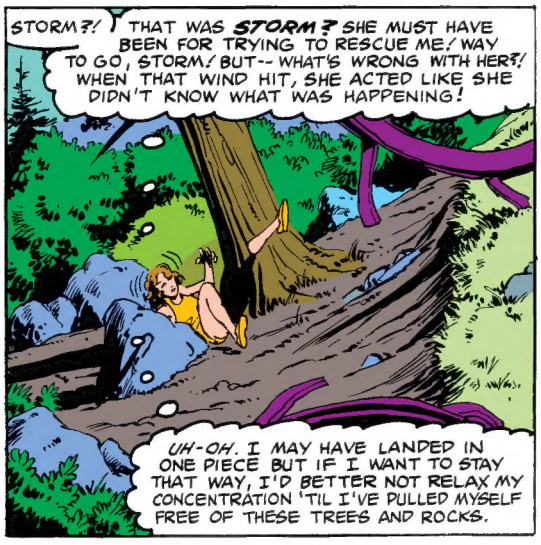

ONE LOOK REVEALS HER SITUATION: SHE BELIEVES SHE'S IN THE CLUTCHES OF A RUTHLESS, DEADLY FOE. SHE ACTS ACCORDINGLY, BY PHASING THROUGH THE BODY OF THE CAR IN AN INSTINCTIVE BID FOR FREEDOM.
YOU!
KITTEN! WHAT ARE YOU DOING?!

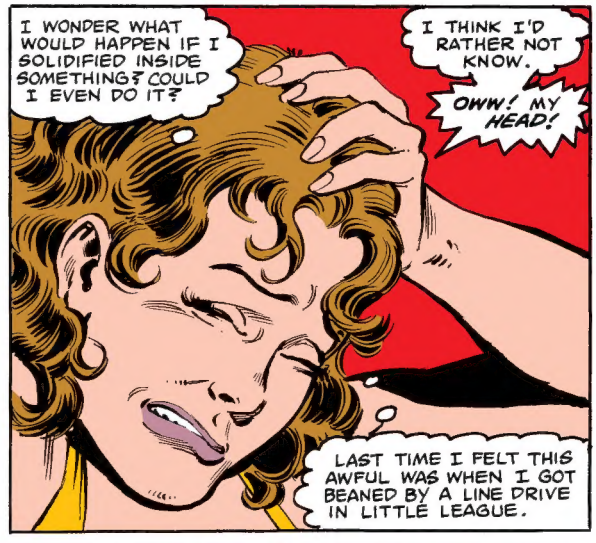

UNDER NORMAL CIRCUMSTANCES, A SENSIBLE, LOGICAL RESPONSE.
YIKES!
TRAGICALLY, THESE CIRCUMSTANCES ARE FAR FROM NORMAL.


COME BACK HERE, BEFORE YOU--
GODDESS!
SHE'S MADE HER ENTIRE BODY EPHEMERAL. MY HAND PASSES RIGHT THROUGH HER.

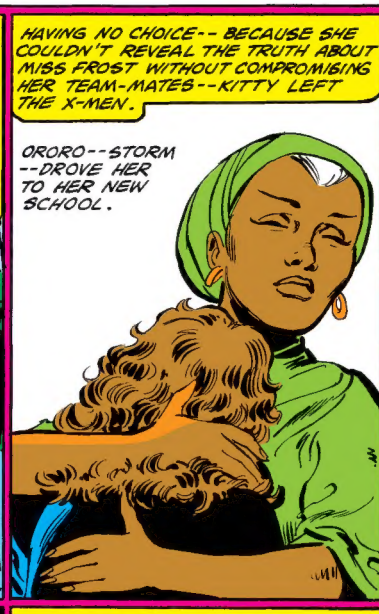

AS "MISS FROST" LUNGES FOR HER PASSENGER, THE CAR SUDDENLY HYDROPLANES ON THE RAIN-SLICK HIGHWAY...
NO!!
CRIPES!
...AND BEFORE THE WIND RIDER'S HORRIFIED EYES, SPINS OFF THE ROAD.

DESPITE HER FEAR...
THE CAR...
...AND THE WOMAN DRIVING IT...
...AREN'T QUITE SO LUCKY.
WHOOM
...KITTY REMEMBERS HER TRAINING AND STAYS INTANGIBLE, SO THAT HER FALL DOES NOT HARM HER.
THE GAS TANK EXPLODED! I WAS TOO CLOSE! I'VE BEEN CAUGHT IN THE FIREBALL!
I'M BURNING!
WHAT SHOULD I DO? I'VE GOT TO GET AWAY!
A WIND--I'LL SUMMON A WIND TO BLOW ME TO SAFETY!
HER NEED HYPED BY PAIN--AS MUCH IMAGINED AS REAL--AND ATAVISTIC TERROR, SHE REACHES OUT WITH HER MIND AND, IN A SPLIT-SECOND, WARPS LOCAL WEATHER PATTERNS SUFFICIENTLY TO GENERATE...
WHOOSH
... A JETSTREAM, A BLAST OF SUPER-FAST AIR THAT SCOOPS HER UP AND WHIRLS HER HELPLESSLY AWAY.

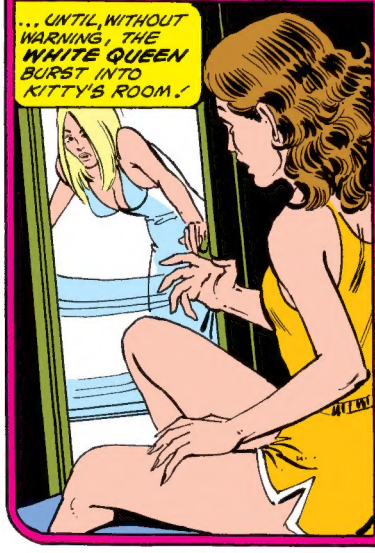

STORM?! THAT WAS STORM? SHE MUST HAVE BEEN FOR TRYING TO RESCUE ME! WAY TO GO, STORM! BUT-- WHAT'S WRONG WITH HER?! WHEN THAT WIND HIT, SHE ACTED LIKE SHE DIDN'T KNOW WHAT WAS HAPPENING!
UH-OH. I MAY HAVE LANDED IN ONE PIECE BUT IF I WANT TO STAY THAT WAY, I'D BETTER NOT RELAX MY CONCENTRATION 'TIL I'VE PULLED MYSELF FREE OF THESE TREES AND ROCKS.

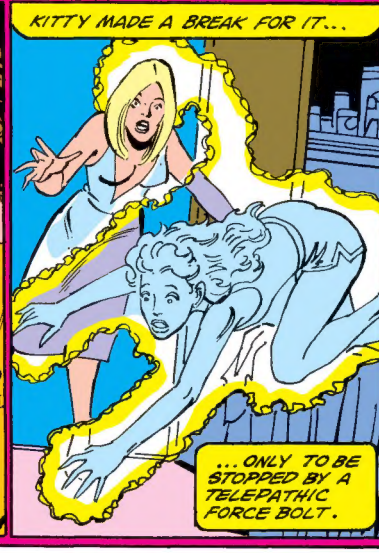

I WONDER WHAT WOULD HAPPEN IF I SOLIDIFIED INSIDE SOMETHING? COULD I EVEN DO IT?
I THINK I'D RATHER NOT KNOW.
OWW! MY HEAD!
LAST TIME I FELT THIS AWFUL WAS WHEN I GOT BEANED BY A LINE DRIVE IN LITTLE LEAGUE.

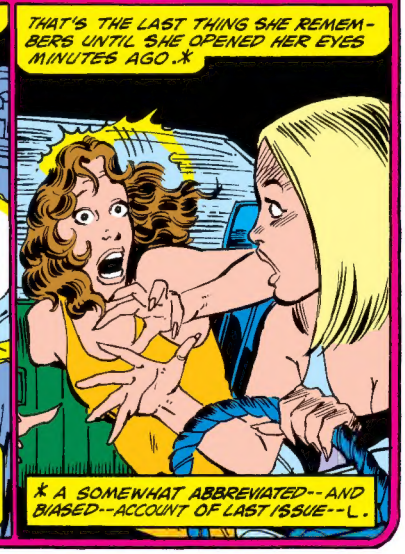
FOR KITTY, IT'S BEEN A MISERABLE DAY. HER PARENTS--ACTING WITH THE BEST OF INTENTIONS--HAD TRANSFERRED HER FROM PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS--THE X-MEN'S SECRET HEADQUARTERS--TO EMMA FROST'S MASSACHUSSETS ACADEMY, IN EFFECT DELIVERING HER INTO THE HANDS OF HER--AND THE X-MEN'S--ENEMIES.

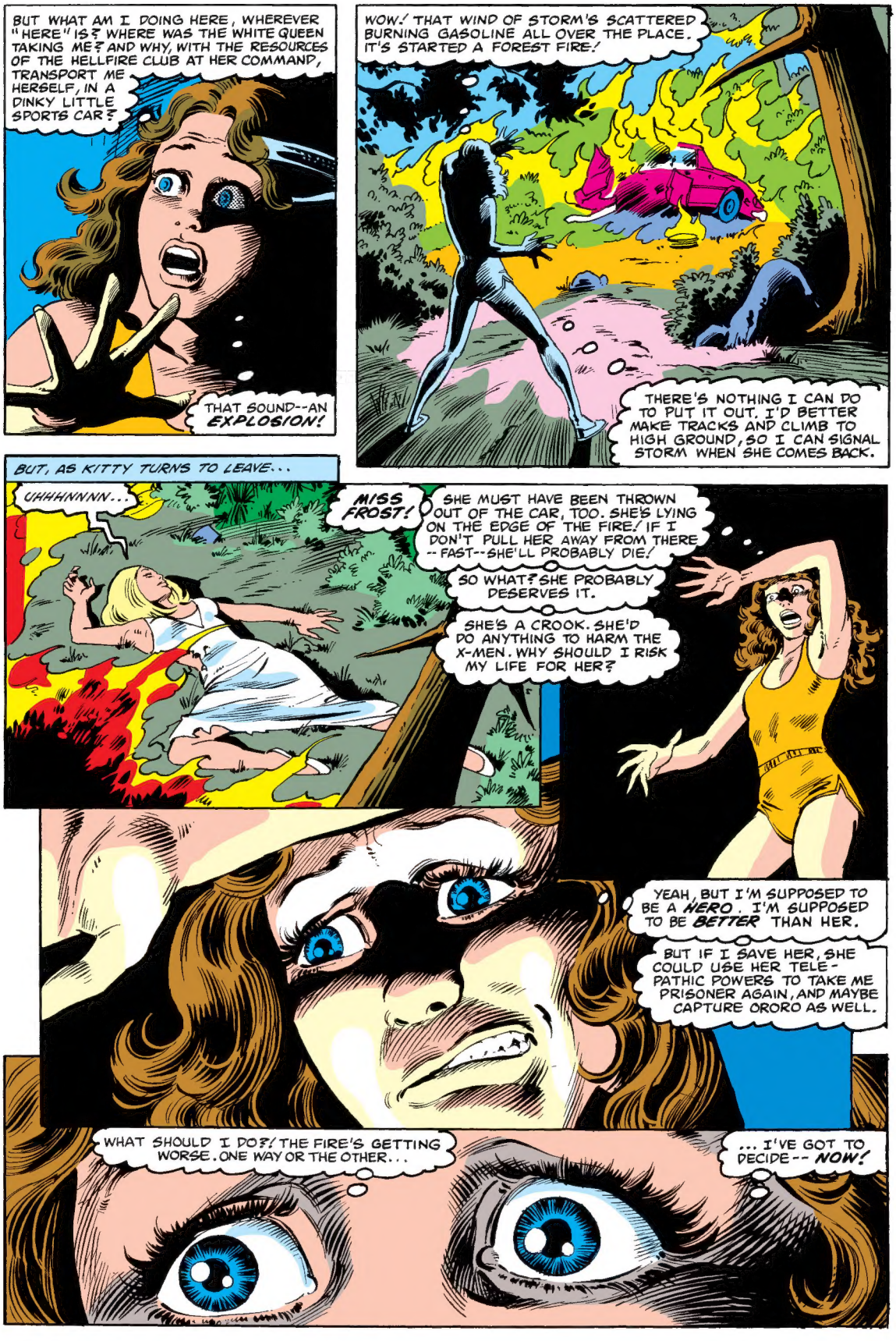

HAVING NO CHOICE-- BECAUSE SHE COULDN'T REVEAL THE TRUTH ABOUT MISS FROST WITHOUT COMPROMISING HER TEAM-MATES--KITTY LEFT THE X-MEN.
ORORO--STORM--DROVE HER TO HER NEW SCHOOL.

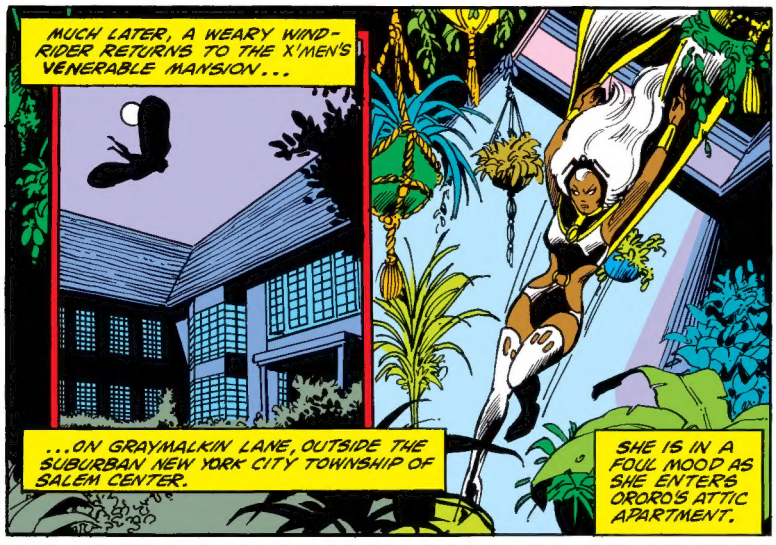
THE PARTING BROKE BOTH THEIR HEARTS.
THE REST OF THAT AFTERNOON AND EVENING PASSED UNEVENTFULLY...

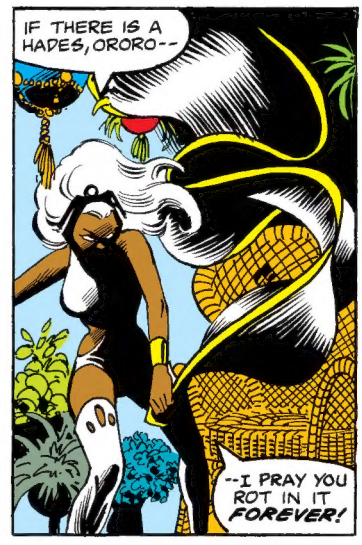

...UNTIL, WITHOUT WARNING, THE WHITE QUEEN BURST INTO KITTY'S ROOM.


KITTY MADE A BREAK FOR IT...
...ONLY TO BE STOPPED BY A TELEPATHIC FORCE BOLT.

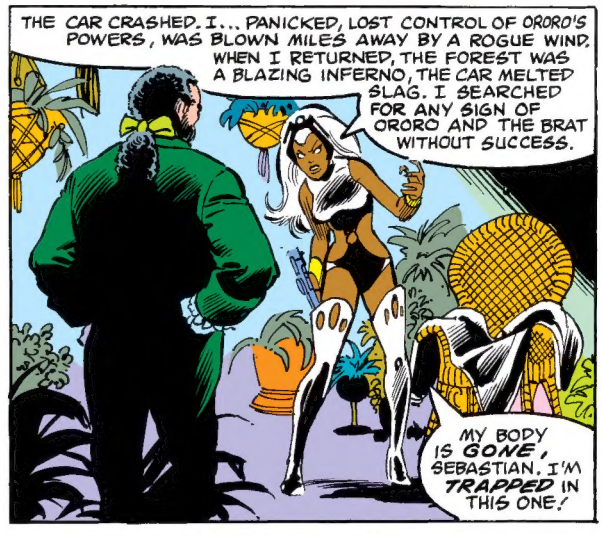

THAT'S THE LAST THING SHE REMEMBERS UNTIL SHE OPENED HER EYES MINUTES AGO.*
* A SOMEWHAT ABBREVIATED--AND BIASED--ACCOUNT OF LAST ISSUE--L.


BUT WHAT AM I DOING HERE, WHEREVER "HERE" IS? WHERE WAS THE WHITE QUEEN TAKING ME? AND WHY, WITH THE RESOURCES OF THE HELLFIRE CLUB AT HER COMMAND, TRANSPORT ME HERSELF, IN A DINKY LITTLE SPORTS CAR?
THAT SOUND--AN EXPLOSION!
WOW! THAT WIND OF STORM'S SCATTERED BURNING GASOLINE ALL OVER THE PLACE. IT'S STARTED A FOREST FIRE!
THERE'S NOTHING I CAN DO TO PUT IT OUT. I'D BETTER MAKE TRACKS AND CLIMB TO HIGH GROUND, SO I CAN SIGNAL STORM WHEN SHE COMES BACK.
BUT, AS KITTY TURNS TO LEAVE...
UHHHNNNN...
MISS FROST!
SHE MUST HAVE BEEN THROWN OUT OF THE CAR, TOO. SHE'S LYING ON THE EDGE OF THE FIRE! IF I DON'T PULL HER AWAY FROM THERE -- FAST--SHE'LL PROBABLY DIE!
SO WHAT? SHE PROBABLY DESERVES IT.
SHE'S A CROOK. SHE'D DO ANYTHING TO HARM THE X-MEN. WHY SHOULD I RISK MY LIFE FOR HER?
YEAH, BUT I'M SUPPOSED TO BE A HERO. I'M SUPPOSED TO BE BETTER THAN HER.
BUT IF I SAVE HER, SHE COULD USE HER TELE-PATHIC POWERS TO TAKE ME PRISONER AGAIN, AND MAYBE CAPTURE ORORO AS WELL.
WHAT SHOULD I DO?! THE FIRE'S GETTING WORSE. ONE WAY OR THE OTHER...
... I'VE GOT TO DECIDE -- NOW!


MUCH LATER, A WEARY WIND-RIDER RETURNS TO THE X'MEN'S VENERABLE MANSION...
...ON GRAYMALKIN LANE, OUTSIDE THE SUBURBAN NEW YORK CITY TOWNSHIP OF SALEM CENTER.
SHE IS IN A FOUL MOOD AS SHE ENTERS ORORO'S ATTIC APARTMENT.


IF THERE IS A HADES, ORORO--
--I PRAY YOU ROT IN IT FOREVER!

I GATHER, MY PET, THAT THINGS DID NOT GO WELL.
THE MAN IS SEBASTIAN SHAW, A SELF-MADE BILLIONAIRE, MUTANT VILLAIN OF THE FIRST ORDER.


THE CAR CRASHED. I... PANICKED, LOST CONTROL OF ORORO'S POWERS, WAS BLOWN MILES AWAY BY A ROGUE WIND. WHEN I RETURNED, THE FOREST WAS A BLAZING INFERNO, THE CAR MELTED SLAG. I SEARCHED FOR ANY SIGN OF ORORO AND THE BRAT WITHOUT SUCCESS.
MY BODY IS GONE, SEBASTIAN. I'M TRAPPED IN THIS ONE!

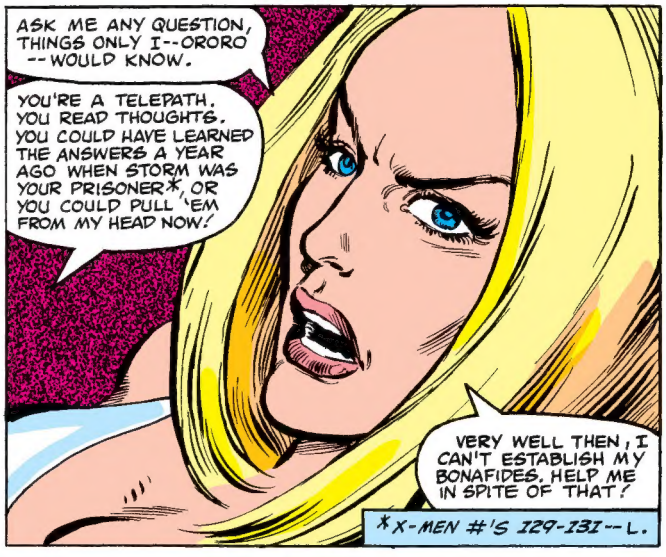
NOT SO, EMMA.
YOU USED THAT PERSONA EXCHANGE GUN TO SWITCH YOUR CONSCIOUSNESS WITH STORM'S...
...SO THAT YOU COULD THEN INFILTRATE THE X-MEN AND DESTROY THEM FROM WITHIN.

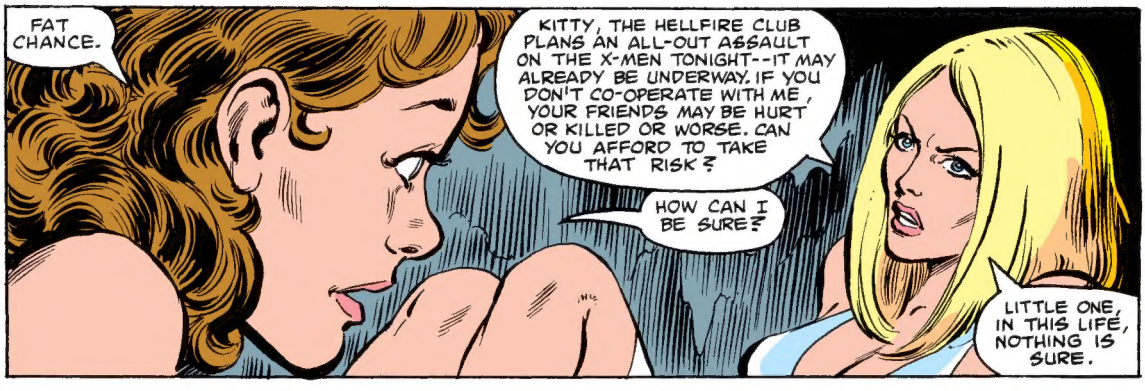
THE DEVICE FUNCTIONED PERFECTLY. IF YOU WISH, THE PROCESS COULD BE REPEATED WITH SOMEONE ELSE. TRUE, YOU'RE NO LONGER A TELEPATH.
BUT YOU STILL POSSESS BEAUTY, YOUTH, THE POWER OF A GODDESS.

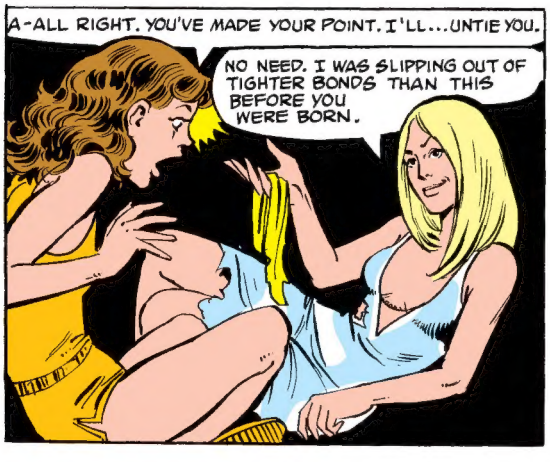
IF YOU ASK ME, I THINK ORORO WOULD MAKE AN EXQUISITE WHITE QUEEN.

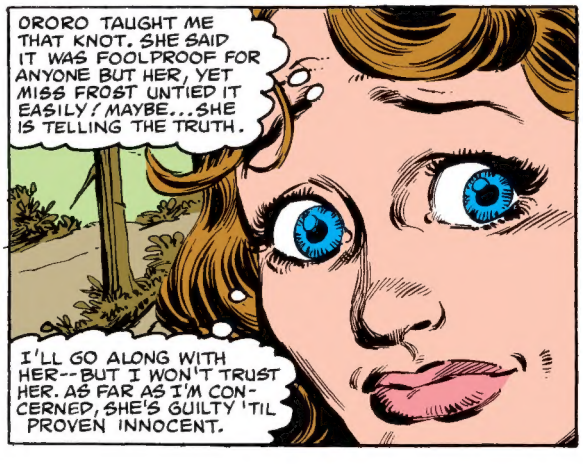
MEANWHILE, UPSTATE...
REMEMBER, YOU TRY TO USE YOUR PSI-POWERS AN' I'LL RUN. YOU CAN STAY HERE AND STARVE OR BE EATEN BY WOLVES, I WON'T CARE.
I WON'T HARM YOU, KITTEN.
DON'T CALL ME THAT! YOU HAVEN'T THE RIGHT!
WHY WON'T YOU BELIEVE ME?
WHY SHOULD I?

KITTY, I AM OROROO. THE WHITE QUEEN AMBUSHED ME AT HER SCHOOL AND USED A SPECIAL GUN TO SWITCH OUR...MINDS. SHE INHABITS MY BODY, I AM IN HERS.
PROVE IT.


ASK ME ANY QUESTION, THINGS ONLY I--OROROO--WOULD KNOW.
YOU'RE A TELEPATH. YOU READ THOUGHTS. YOU COULD HAVE LEARNED THE ANSWERS A YEAR AGO WHEN STORM WAS YOUR PRISONER*, OR YOU COULD PULL 'EM FROM MY HEAD NOW!
VERY WELL THEN, I CAN'T ESTABLISH MY BONAFIDES. HELP ME IN SPITE OF THAT!
*X-MEN #'S 129-131--L.


FAT CHANCE.
KITTY, THE HELLFIRE CLUB PLANS AN ALL-OUT ASSAULT ON THE X-MEN TONIGHT--IT MAY ALREADY BE UNDERWAY. IF YOU DON'T CO-OPERATE WITH ME, YOUR FRIENDS MAY BE HURT OR KILLED OR WORSE. CAN YOU AFFORD TO TAKE THAT RISK?
HOW CAN I BE SURE?
LITTLE ONE, IN THIS LIFE, NOTHING IS SURE.


A-ALL RIGHT. YOU'VE MADE YOUR POINT. I'LL...UNTIE YOU.
NO NEED. I WAS SLIPPING OUT OF TIGHTER BONDS THAN THIS BEFORE YOU WERE BORN.


OROROO TAUGHT ME THAT KNOT. SHE SAID IT WAS FOOLPROOF FOR ANYONE BUT HER, YET MISS FROST UNTIED IT EASILY! MAYBE...SHE IS TELLING THE TRUTH.
I'LL GO ALONG WITH HER--BUT I WON'T TRUST HER. AS FAR AS I'M CONCERNED, SHE'S GUILTY 'TIL PROVEN INNOCENT.

IN THEIR MANSION, KITTY'S FELLOW X-MEN--THEIR POWERS NEUTRALIZED BY INHIBITOR MANACLES--TAKE STOCK OF THEIR SITUATION.

IT HAS BEEN HOURS SINCE THEY DEFEATED US. WHY ARE THEY KEEPING US HERE?!

WHO KNOWS, COLOSSUS? MAYBE THEY WERE BUSY GETTIN' RID O' THE SENTINELS WE TRASHED.

THEY WOULDN'T HAVE BEATEN US AT ALL, WOLVERINE, HAD IT NOT BEEN FOR STORM. WHY DID SHE TURN ON US?

WHY NOT ASK THE LADY HERSELF, NIGHTCRAWLER?

STORM!

SHE'S DRESSED AS THE *WHITE QUEEN!* I DON'T BELIEVE IT!

WHY, NIGHTCRAWLER? THE PATH OF RIGHTEOUSNESS AND VIRTUE WAS BECOMING A FRIGHTFUL BORE.

I MERELY DECIDED THE TIME WAS RIPE TO LEARN HOW THE OTHER HALF LIVES. AND YOU KNOW WHAT, MY FRIENDS...

...I *LIKE* IT!

THAT'S A CROCK, LADY--

YOU'VE A BIG MOUTH, WOLVERINE. IT'S TIME SOMEONE TAUGHT YOU PROPER MANNERS.

URRGH!

AND *HARRY LELAND* IS JUST THE MAN TO DO--

WHOULFFF!

YOU AN' WHO ELSE, TUBBO?

SINCE YOU ASKED, SHORTY --*US!*

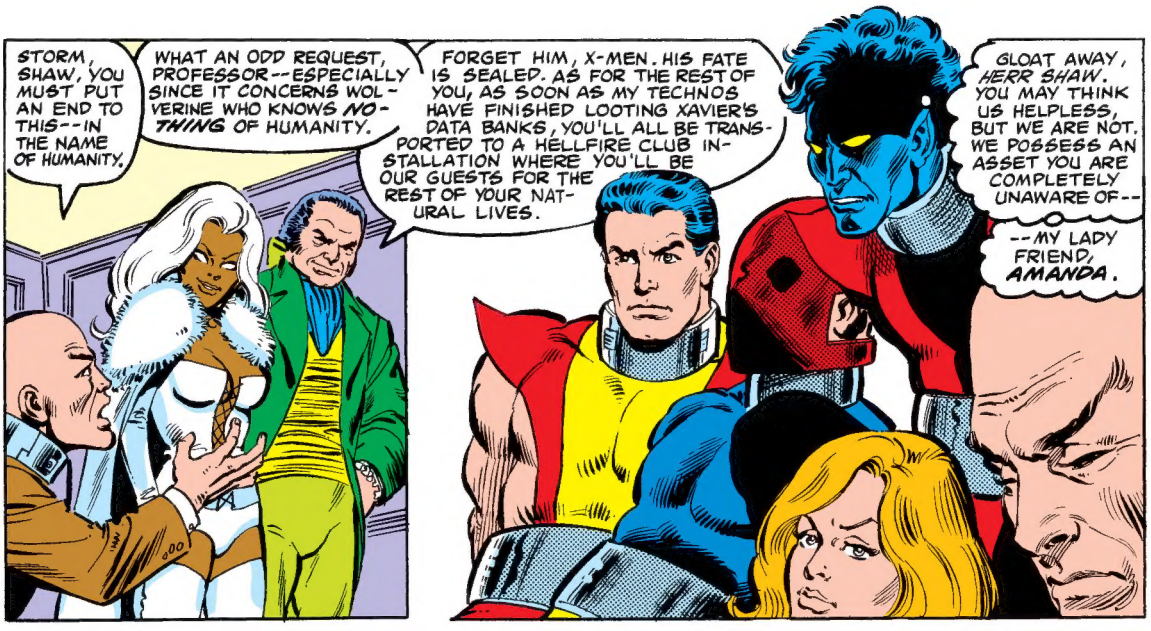
IT'S BEEN A WHILE SINCE WE MET BENEATH THE HELLFIRE CLUB, FELLA. YOU CUT ME AN' MY MEN UP PRETTY GOOD. WE MIGHT A' DIED.*

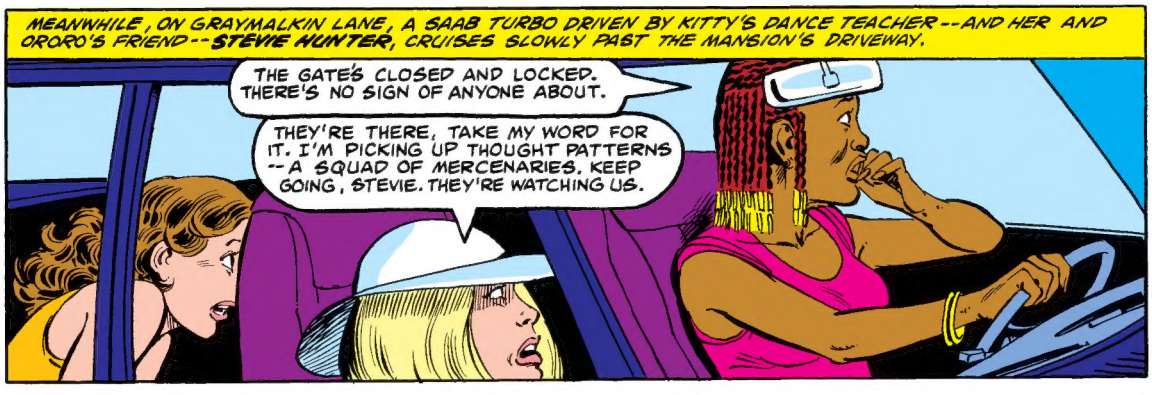
WHAM

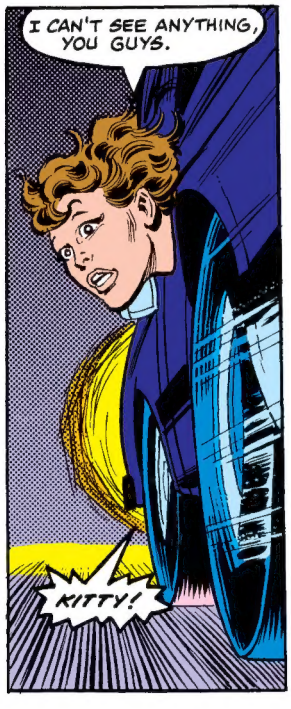
* X-MEN #133--L.

BUT WE DIDN'T. NOW WE GOT POWERS AN' STRENGTH TO MATCH YOUR OWN, AN' TONIGHT WE'RE GONNA USE 'EM--

--TO PAY YOU BACK FOR WHAT YOU DID. WITH INTEREST.


STORM, SHAW, YOU MUST PUT AN END TO THIS--IN THE NAME OF HUMANITY.
WHAT AN ODD REQUEST, PROFESSOR--ESPECIALLY SINCE IT CONCERNS WOLVERINE WHO KNOWS NOTHING OF HUMANITY.
FORGET HIM, X-MEN. HIS FATE IS SEALED. AS FOR THE REST OF YOU, AS SOON AS MY TECHNOS HAVE FINISHED LOOTING XAVIER'S DATA BANKS, YOU'LL ALL BE TRANSPORTED TO A HELLFIRE CLUB INSTALLATION WHERE YOU'LL BE OUR GUESTS FOR THE REST OF YOUR NATURAL LIVES.
GLOAT AWAY, HERR SHAW. YOU MAY THINK US HELPLESS, BUT WE ARE NOT. WE POSSESS AN ASSET YOU ARE COMPLETELY UNAWARE OF--
--MY LADY FRIEND, AMANDA.

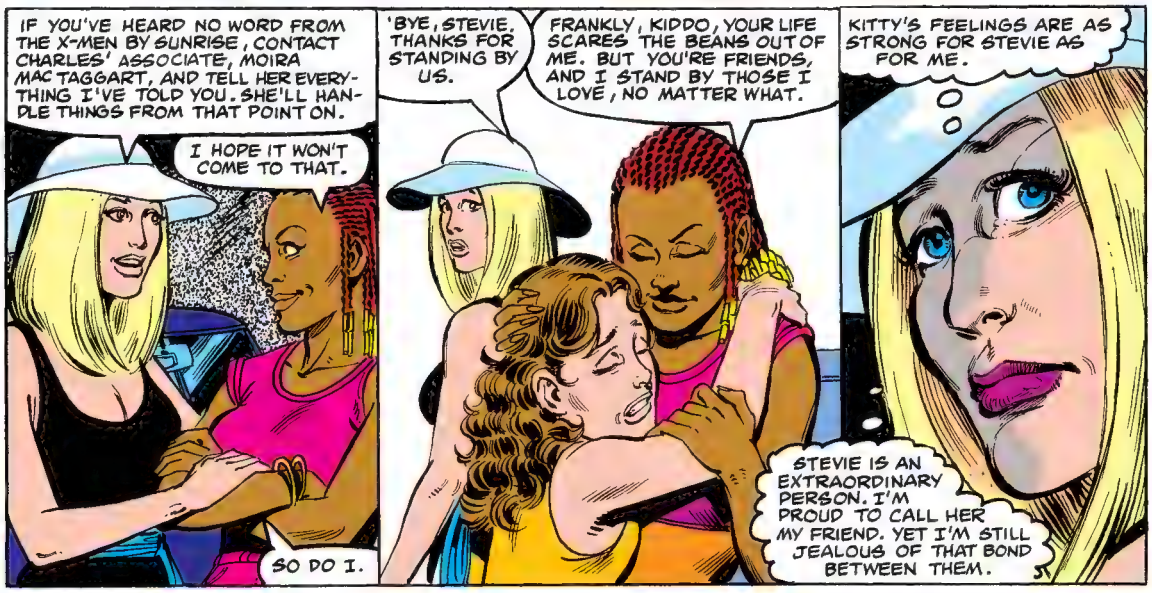

MEANWHILE, ON GRAYMALKIN LANE, A SAAB TURBO DRIVEN BY KITTY'S DANCE TEACHER--AND HER AND ORORO'S FRIEND--STEVIE HUNTER, CRUISES SLOWLY PAST THE MANSION'S DRIVEWAY.
THE GATE'S CLOSED AND LOCKED. THERE'S NO SIGN OF ANYONE ABOUT.
THEY'RE THERE, TAKE MY WORD FOR IT. I'M PICKING UP THOUGHT PATTERNS--A SQUAD OF MERCENARIES. KEEP GOING, STEVIE. THEY'RE WATCHING US.

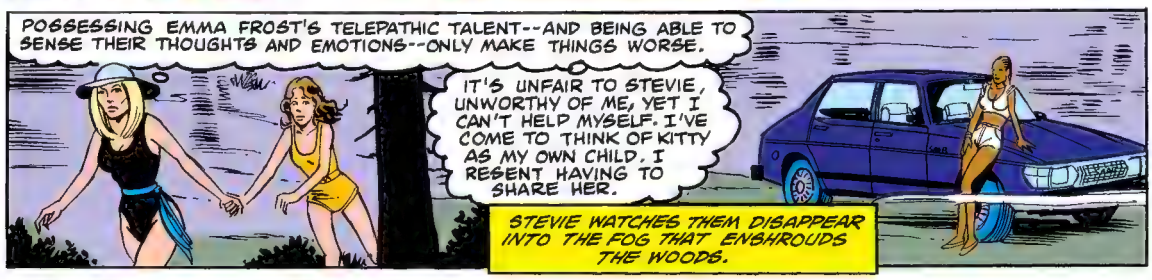

I CAN'T SEE ANYTHING, YOU GUYS.
KITTY!

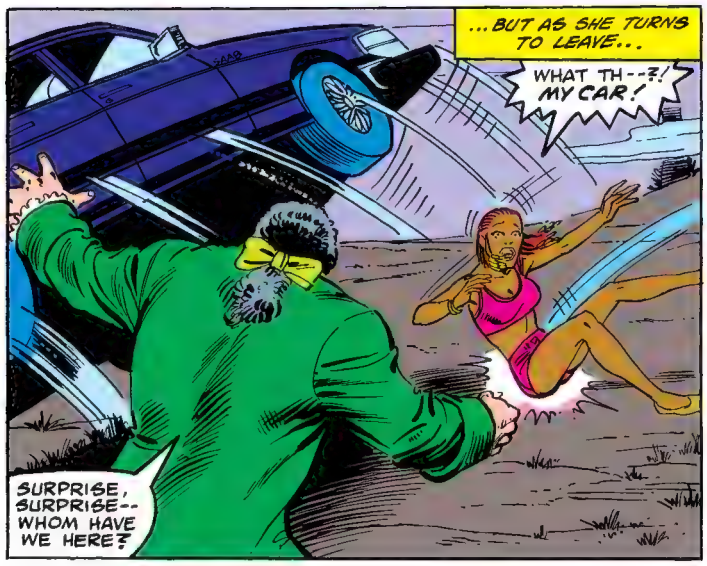
ARE YOU INSANE, CHILD, PHASING THROUGH THE DOOR LIKE THAT?! WHY NOT SIMPLY ANNOUNCE OUR PRESENCE AT THE TOP OF YOUR LUNGS OR SHOOT OFF FLARES?!
WE'RE OUTNUMBERED AND OUTGUNNED, KITTY. OUR ONLY HOPE IS TO TAKE THEM COMPLETELY BY SURPRISE.
I'M SORRY. I... DIDN'T THINK.

NO, YOU DIDN'T. YOU'RE AN X-MAN, YOUNG LADY. IF YOU WANT TO SURVIVE, YOU'D BETTER START ACTING LIKE ONE.
WHEW! THAT'S A STORM RIFF IF I EVER HEARD ONE.
NO ONE CAN BE THAT GOOD OF AN ACTRESS. I'M BEGINNING TO BELIEVE HER.

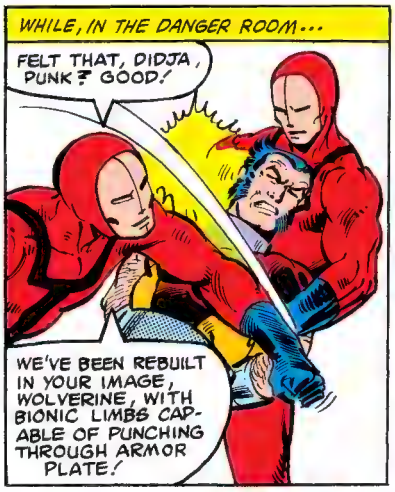
A MILE DOWN THE ROAD, ON THE FRINGES OF XAVIER'S SPRAWLING ESTATE, STEVIE CUTS CROSS-COUNTRY TOWARDS THE LAKE...
STOP HERE, STEVIE. THIS IS AS FAR AS YOU GO.
AND THANK YOU FOR ANSWERING MY CALL FOR HELP AND DRIVING UPSTATE TO PICK US UP.
WHEN A VOICE POPS INTO YOUR HEAD AND SAYS, "COME-A-RUNNIN', IT'S KIND OF HARD TO IGNORE IT.

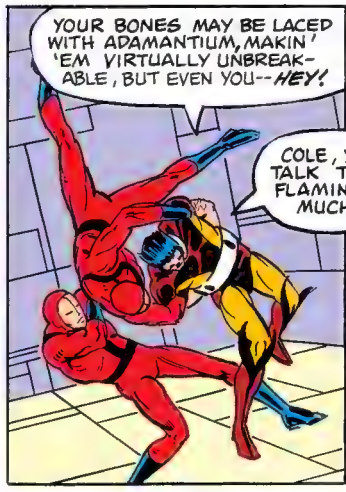

IF YOU'VE HEARD NO WORD FROM THE X-MEN BY SUNRISE, CONTACT CHARLES' ASSOCIATE, MOIRA MAC TAGGART, AND TELL HER EVERYTHING I'VE TOLD YOU. SHE'LL HANDLE THINGS FROM THAT POINT ON.
I HOPE IT WON'T COME TO THAT.
SO DO I.
'BYE, STEVIE. THANKS FOR STANDING BY US.
FRANKLY, KIDDO, YOUR LIFE SCARES THE BEANS OUT OF ME. BUT YOU'RE FRIENDS, AND I STAND BY THOSE I LOVE, NO MATTER WHAT.
KITTY'S FEELINGS ARE AS STRONG FOR STEVIE AS FOR ME.
STEVIE IS AN EXTRAORDINARY PERSON. I'M PROUD TO CALL HER MY FRIEND. YET I'M STILL JEALOUS OF THAT BOND BETWEEN THEM.


POSSESSING EMMA FROST'S TELEPATHIC TALENT--AND BEING ABLE TO SENSE THEIR THOUGHTS AND EMOTIONS--ONLY MAKE THINGS WORSE.
IT'S UNFAIR TO STEVIE, UNWORTHY OF ME, YET I CAN'T HELP MYSELF. I'VE COME TO THINK OF KITTY AS MY OWN CHILD. I RESENT HAVING TO SHARE HER.
STEVIE WATCHES THEM DISAPPEAR INTO THE FOG THAT ENSHROUDS THE WOODS.


...BUT AS SHE TURNS TO LEAVE...
WHAT TH--?! MY CAR!
SURPRISE, SURPRISE--WHOM HAVE WE HERE?

SEBASTIAN SHAW, MEET STEVIE HUNTER, A FRIEND OF THE X-MEN'S. YOU'RE A LONG WAY FROM HOME, DARLING. IF YOU KNOW WHAT'S GOOD FOR YOU...
...I SUGGEST YOU TELL US WHAT YOU'RE DOING HERE.

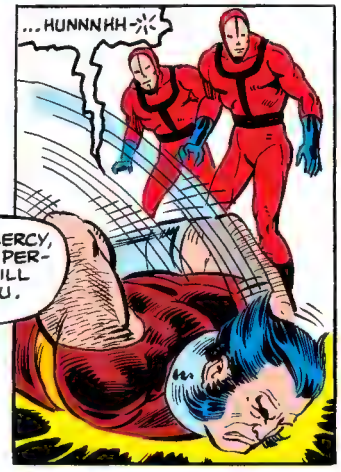

WHILE, IN THE DANGER ROOM...
FELT THAT, DIDJA, PUNK? GOOD!
WE'VE BEEN REBUILT IN YOUR IMAGE, WOLVERINE, WITH BIONIC LIMBS CAPABLE OF PUNCHING THROUGH ARMOR PLATE!

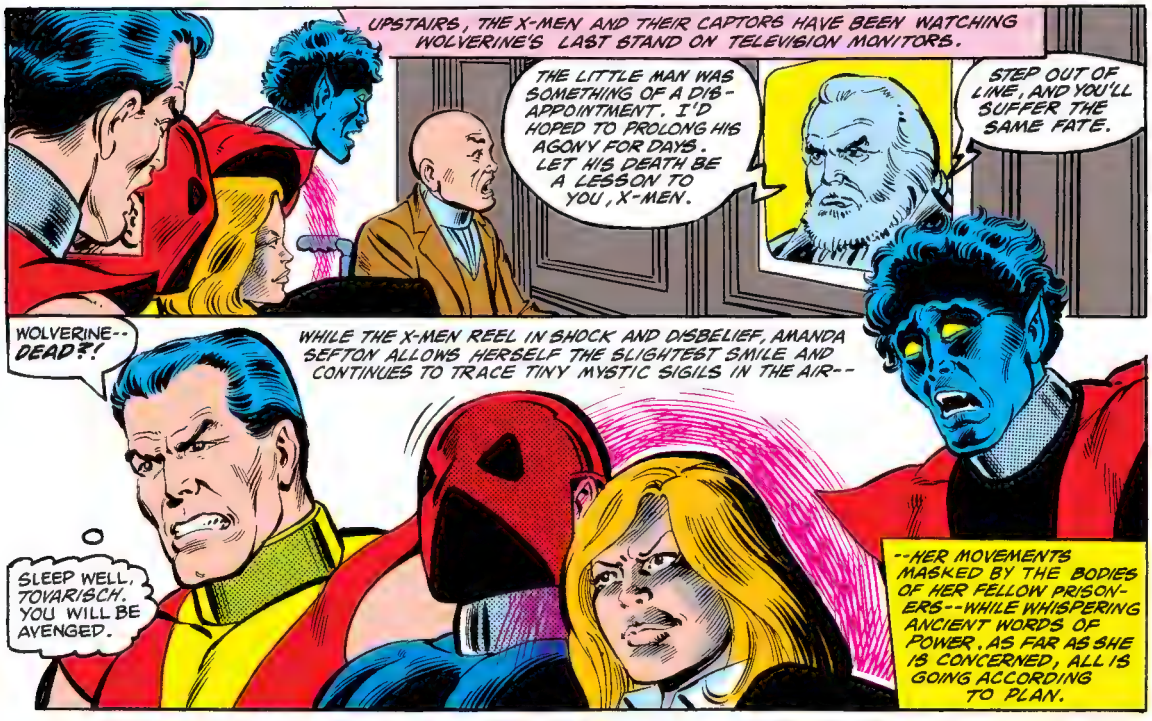

YOUR BONES MAY BE LACED WITH ADAMANTIUM, MAKIN' 'EM VIRTUALLY UNBREAKABLE, BUT EVEN YOU--HEY!
COLE, YOU TALK TOO FLAMIN' MUCH.

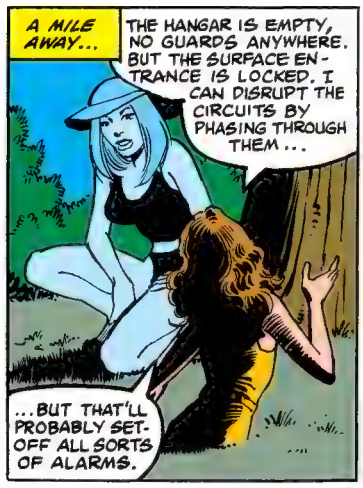
I DON'T NEED MY CLAWS TO ICE YOU, LELAND!
AND I DO NOT NEED ASSISTANCE TO DEAL WITH YOU--

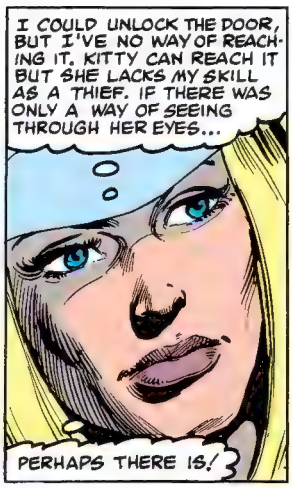
-OR HAVE YOU FORGOTTEN THAT MY MUTANT POWER...
...GIVES ME ABSOLUTE POWER OVER THE MASS OF BOTH THINGS AND--PEOPLE!

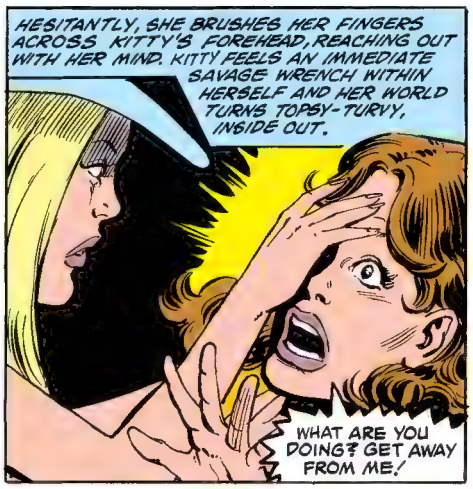
WITH EACH PASSING SECOND, YOUR MASS DOUBLES.
BEG FOR MERCY, WOLVERINE. PERHAPS I WILL SPARE YOU.
YOU...CAN ...GO...TO...


...HUNNNHH-

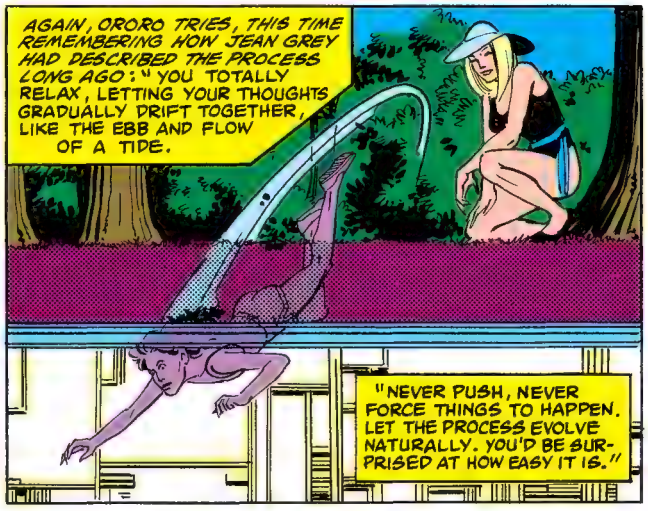

UPSTAIRS, THE X-MEN AND THEIR CAPTORS HAVE BEEN WATCHING WOLVERINE'S LAST STAND ON TELEVISION MONITORS.
THE LITTLE MAN WAS SOMETHING OF A DISAPPOINTMENT. I'D HOPED TO PROLONG HIS AGONY FOR DAYS. LET HIS DEATH BE A LESSON TO YOU, X-MEN.
STEP OUT OF LINE, AND YOU'LL SUFFER THE SAME FATE.
WOLVERINE--DEAD?!
WHILE THE X-MEN REEL IN SHOCK AND DISBELIEF, AMANDA SEFTON ALLOWS HERSELF THE SLIGHTEST SMILE AND CONTINUES TO TRACE TINY MYSTIC SIGILS IN THE AIR--
SLEEP WELL, TOVARISCH. YOU WILL BE AVENGED.
--HER MOVEMENTS MASKED BY THE BODIES OF HER FELLOW PRISONERS--WHILE WHISPERING ANCIENT WORDS OF POWER. AS FAR AS SHE IS CONCERNED, ALL IS GOING ACCORDING TO PLAN.

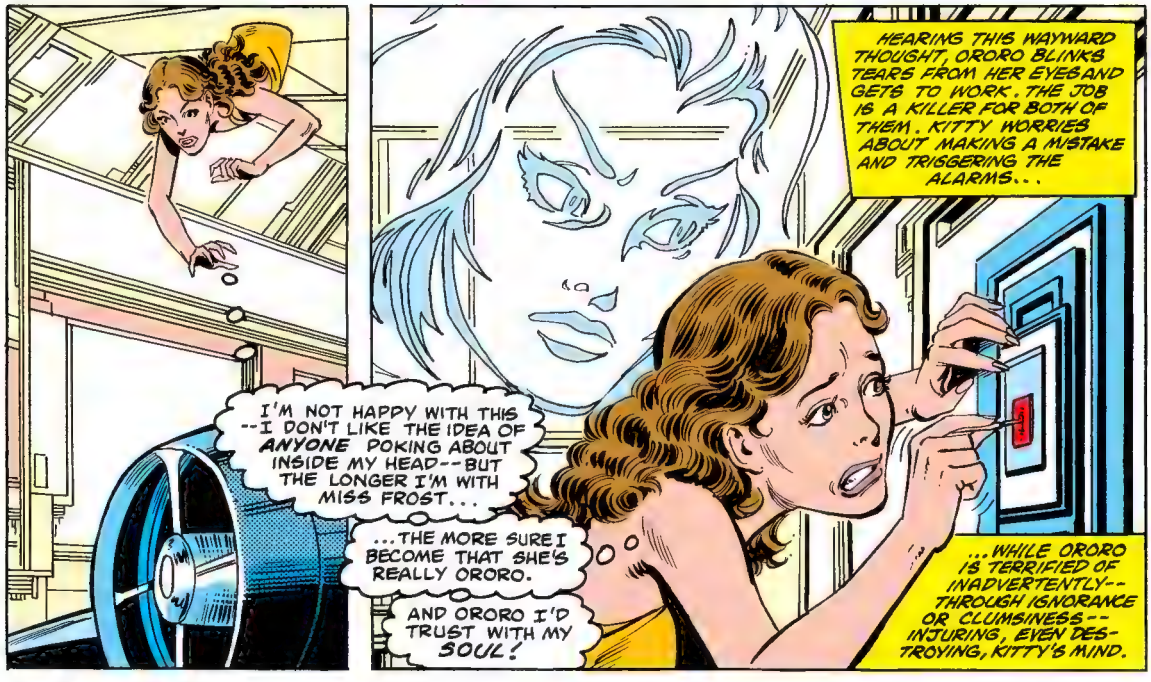

A MILE AWAY...
THE HANGAR IS EMPTY, NO GUARDS ANYWHERE. BUT THE SURFACE ENTRANCE IS LOCKED. I CAN DISRUPT THE CIRCUITS BY PHASING THROUGH THEM...
...BUT THAT'LL PROBABLY SET-OFF ALL SORTS OF ALARMS.

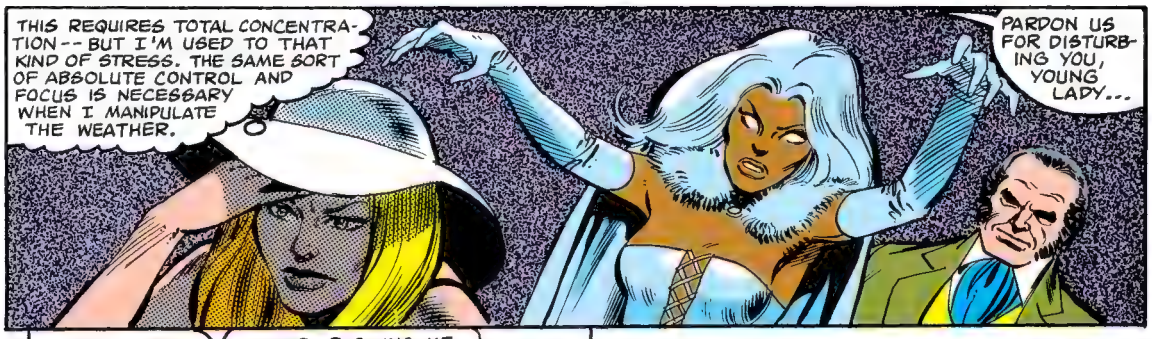

I COULD UNLOCK THE DOOR, BUT I'VE NO WAY OF REACHING IT. KITTY CAN REACH IT BUT SHE LACKS MY SKILL AS A THIEF. IF THERE WAS ONLY A WAY OF SEEING THROUGH HER EYES...
PERHAPS THERE IS!

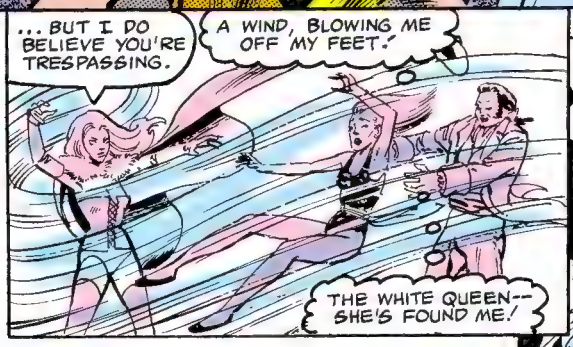

HESITANTLY, SHE BRUSHES HER FINGERS ACROSS KITTY'S FOREHEAD, REACHING OUT WITH HER MIND. KITTY FEELS AN IMMEDIATE SAVAGE WRENCH WITHIN HERSELF AND HER WORLD TURNS TOPSY-TURVY, INSIDE OUT.
WHAT ARE YOU DOING? GET AWAY FROM ME!

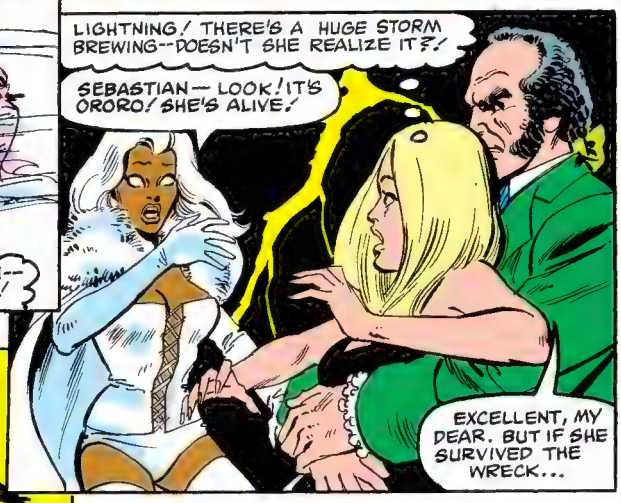
I-I'M SORRY. I DIDN'T MEAN TO HURT YOU. I WAS TRYING TO ESTABLISH A TEMPORARY PSIONIC RAPPORT BETWEEN US.
LIKE PROFESSOR XAVIER DOES WHEN HE WANTS TO TEACH ME STUFF? I UNDERSTAND.
BUT HE KNOWS WHAT HE'S DOING! YOU ALMOST FRIED MY BRAIN!


AGAIN, ORORO TRIES, THIS TIME REMEMBERING HOW JEAN GREY HAD DESCRIBED THE PROCESS LONG AGO: "YOU TOTALLY RELAX, LETTING YOUR THOUGHTS GRADUALLY DRIFT TOGETHER, LIKE THE EBB AND FLOW OF A TIDE.
"NEVER PUSH, NEVER FORCE THINGS TO HAPPEN. LET THE PROCESS EVOLVE NATURALLY. YOU'D BE SURPRISED AT HOW EASY IT IS."

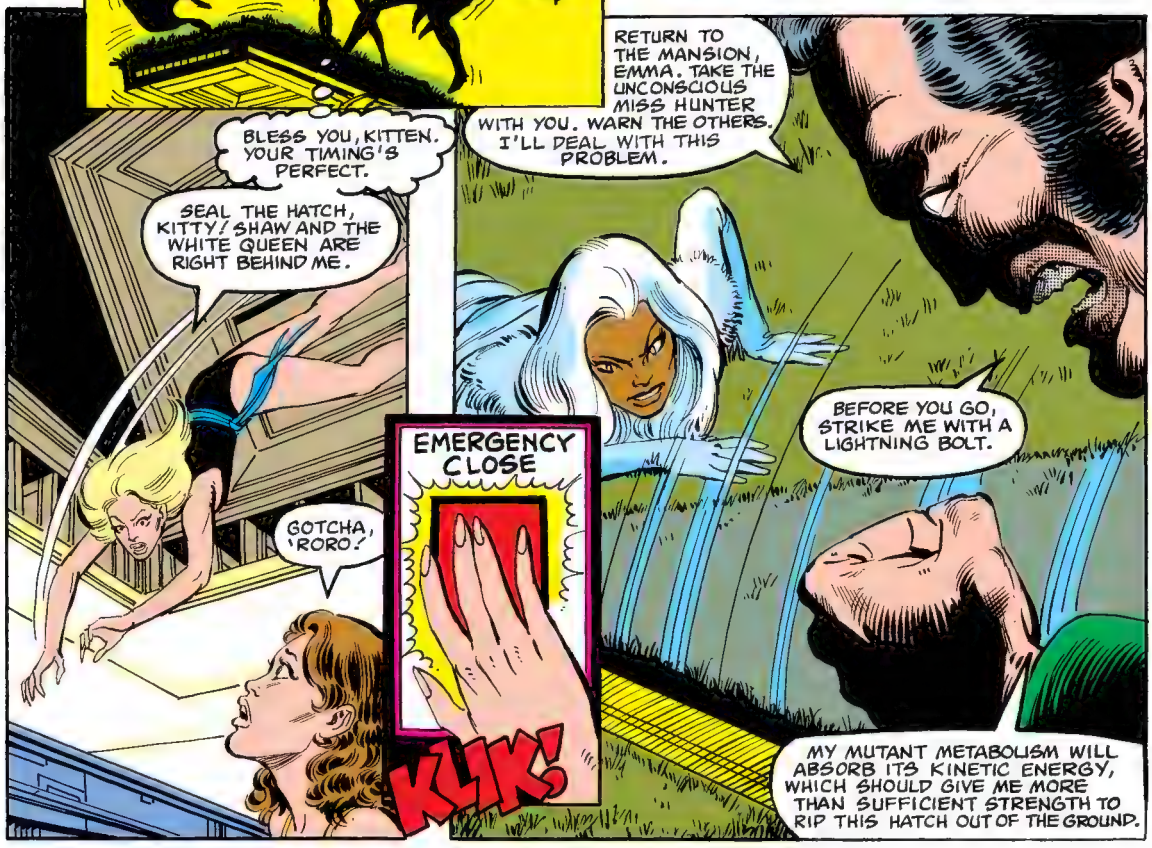

HEARING THIS WAYWARD THOUGHT, ORORO BLINKS TEARS FROM HER EYES AND GETS TO WORK. THE JOB IS A KILLER FOR BOTH OF THEM. KITTY WORRIES ABOUT MAKING A MISTAKE AND TRIGGERING THE ALARMS...
I'M NOT HAPPY WITH THIS --I DON'T LIKE THE IDEA OF ANYONE POKING ABOUT INSIDE MY HEAD--BUT THE LONGER I'M WITH MISS FROST...
...THE MORE SURE I BECOME THAT SHE'S REALLY ORORO.
AND ORORO I'D TRUST WITH MY SOUL!
...WHILE ORORO IS TERRIFIED OF INADVERTENTLY--THROUGH IGNORANCE OR CLUMSINESS--INJURING, EVEN DESTROYING, KITTY'S MIND.

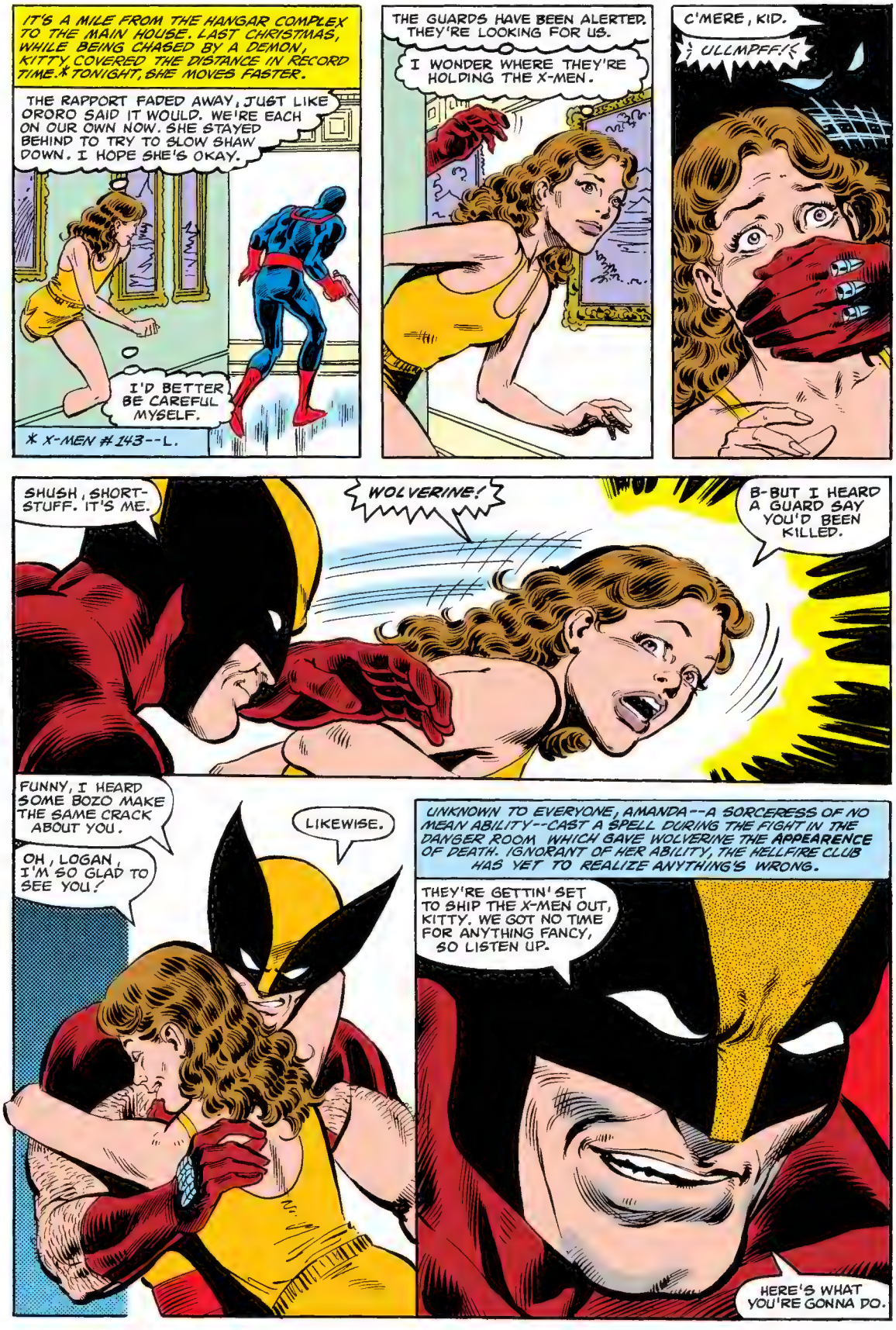

THIS REQUIRES TOTAL CONCENTRATION -- BUT I'M USED TO THAT KIND OF STRESS. THE SAME SORT OF ABSOLUTE CONTROL AND FOCUS IS NECESSARY WHEN I MANIPULATE THE WEATHER.
PARDON US FOR DISTURBING YOU, YOUNG LADY...


...BUT I DO BELIEVE YOU'RE TRESPASSING.
A WIND, BLOWING ME OFF MY FEET!
THE WHITE QUEEN-- SHE'S FOUND ME!


LIGHTNING! THERE'S A HUGE STORM BREWING--DOESN'T SHE REALIZE IT?!
SEBASTIAN-- LOOK! IT'S ORORO! SHE'S ALIVE!
EXCELLENT, MY DEAR. BUT IF SHE SURVIVED THE WRECK...

...IT STANDS TO REASON THAT HER BRAT DID, TOO. WHERE IS KITTY PRYDE?
WHAT--?!?


RETURN TO THE MANSION, EMMA. TAKE THE UNCONSCIOUS MISS HUNTER WITH YOU. WARN THE OTHERS. I'LL DEAL WITH THIS PROBLEM.
BLESS YOU, KITTEN. YOUR TIMING'S PERFECT.
SEAL THE HATCH, KITTY! SHAW AND THE WHITE QUEEN ARE RIGHT BEHIND ME.
EMERGENCY CLOSE
KLIK!
GOTCHA, 'RORO!
BEFORE YOU GO, STRIKE ME WITH A LIGHTNING BOLT.
MY MUTANT METABOLISM WILL ABSORB ITS KINETIC ENERGY, WHICH SHOULD GIVE ME MORE THAN SUFFICIENT STRENGTH TO RIP THIS HATCH OUT OF THE GROUND.


IT'S A MILE FROM THE HANGAR COMPLEX TO THE MAIN HOUSE. LAST CHRISTMAS, WHILE BEING CHASED BY A DEMON, KITTY COVERED THE DISTANCE IN RECORD TIME.* TONIGHT, SHE MOVES FASTER.
THE RAPPORT FADED AWAY, JUST LIKE ORORO SAID IT WOULD. WE'RE EACH ON OUR OWN NOW. SHE STAYED BEHIND TO TRY TO SLOW SHAW DOWN. I HOPE SHE'S OKAY.
I'D BETTER BE CAREFUL MYSELF.
* X-MEN #143--L.
THE GUARDS HAVE BEEN ALERTED. THEY'RE LOOKING FOR US.
I WONDER WHERE THEY'RE HOLDING THE X-MEN.
C'MERE, KID.
ULLMPFF!
SHUSH, SHORT-STUFF. IT'S ME.
WOLVERINE!
B-BUT I HEARD A GUARD SAY YOU'D BEEN KILLED.
FUNNY, I HEARD SOME BOZO MAKE THE SAME CRACK ABOUT YOU.
OH, LOGAN, I'M SO GLAD TO SEE YOU!
LIKEWISE.
UNKNOWN TO EVERYONE, AMANDA--A SORCERESS OF NO MEAN ABILITY--CAST A SPELL DURING THE FIGHT IN THE DANGER ROOM WHICH GAVE WOLVERINE THE APPEARENCE OF DEATH. IGNORANT OF HER ABILITY, THE HELLFIRE CLUB HAS YET TO REALIZE ANYTHING'S WRONG.
THEY'RE GETTIN' SET TO SHIP THE X-MEN OUT, KITTY. WE GOT NO TIME FOR ANYTHING FANCY, SO LISTEN UP.
HERE'S WHAT YOU'RE GONNA DO.

HER ATTACK, A MINUTE LATER, IS AS EFFECTIVE AS IT IS DIRECT. SHE SIMPLY PHASES THROUGH ALL THE PRISONERS, DISRUPTING THE ELECTROMAGNETIC LOCKS ON THEIR INHIBITOR COLLARS AND RELEASING THEM.

KITTY!

HOLD STILL, CYCLOPS. I WILL SOON HAVE YOU FREE OF YOUR MASK.

HI, GUYS. MISS ME?

DESPERATELY, KATZCHEN.

ENJOY YOUR MOMENT, HEROES. IT WON'T LAST LONG.

ALL I NEED TO DO IS INCREASE YOUR MASS ENOUGH TO MAKE IT IMPOSSIBLE FOR YOU TO MOVE.

THAT PLOY MIGHT BE EFFECTIVE AGAINST MY FRIENDS, VILLAIN. BUT IN MY ARMORED FORM, I AM NOT TO BE HELD EASILY.

WITH BUT A THOUGHT, COLOSSUS TRANSMUTES HIS BODY FROM FLESH AND BLOOD TO SUPER-STRONG ORGANIC STEEL...

...AND--EASILY SNAPPING HIS BONDS--STRIKES!

BEFORE HARRY LELAND CAN RECOVER, NIGHTCRAWLER TELEPORTS ON TOP OF HIM.

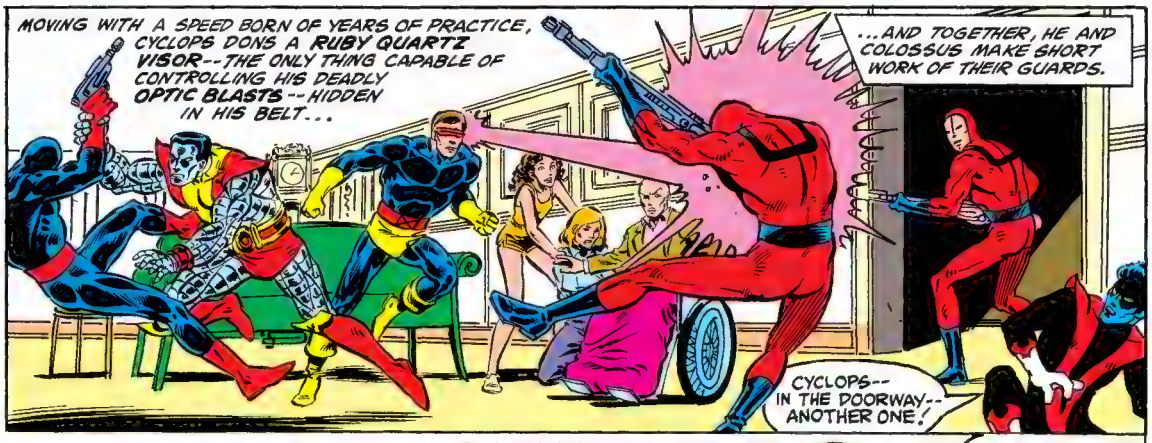
YOU MAY INCREASE MY MASS ALL YOU WISH, HERR LELAND.

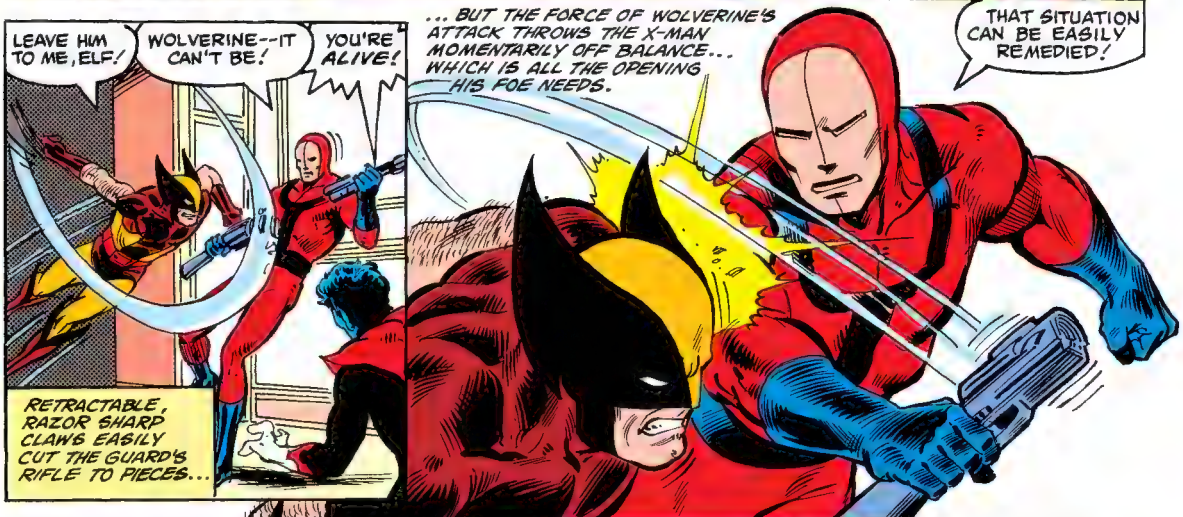
THIS IS FOR WOLVERINE, SWINE!

OF COURSE, CONSIDERING WHERE I AM, THAT MIGHT NOT BE THE BRIGHTEST OF MOVES.

ON THE OTHER HAND, YOU AREN'T THE BRIGHTEST OF PEOPLE.

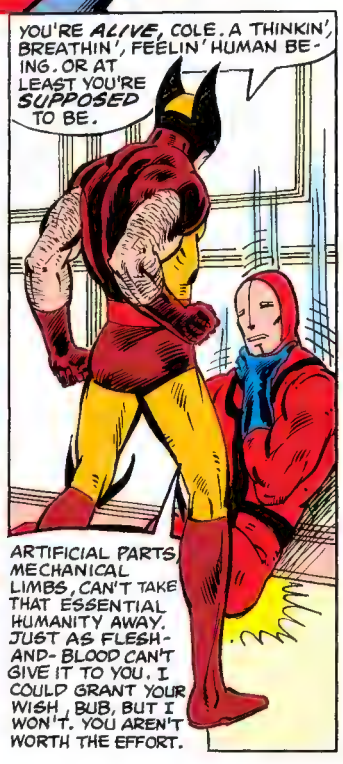
POW!


MOVING WITH A SPEED BORN OF YEARS OF PRACTICE, CYCLOPS DONS A RUBY QUARTZ VISOR--THE ONLY THING CAPABLE OF CONTROLLING HIS DEADLY OPTIC BLASTS--HIDDEN IN HIS BELT...
...AND TOGETHER, HE AND COLOSSUS MAKE SHORT WORK OF THEIR GUARDS.
CYCLOPS--IN THE DOORWAY--ANOTHER ONE!


LEAVE HIM TO ME, ELF!
WOLVERINE--IT CAN'T BE!
YOU'RE ALIVE!
RETRACTABLE, RAZOR SHARP CLAWS EASILY CUT THE GUARD'S RIFLE TO PIECES...
... BUT THE FORCE OF WOLVERINE'S ATTACK THROWS THE X-MAN MOMENTARILY OFF BALANCE... WHICH IS ALL THE OPENING HIS FOE NEEDS.
THAT SITUATION CAN BE EASILY REMEDIED!

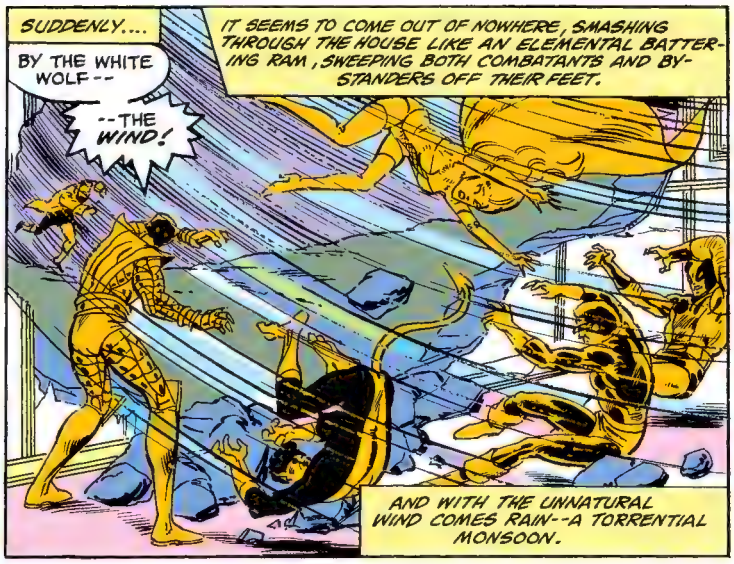
WANNA BET, COLE?
GO AHEAD, CRAZY-MAN! GUT ME! YOU'LL BE DOIN' ME A MERCY! ALL ME AN' MY PARTNERS LIVED FOR WAS SEEIN' YOU DEAD, WOLVERINE!
IF WE CAN'T HAVE THAT, IT'S BETTER TO DIE OURSELVES!
WHY? BECAUSE I CUT YOU MONTHS AGO?! AT THE TIME, YOU WERE TRYIN' TO KILL ME, REMEMBER?

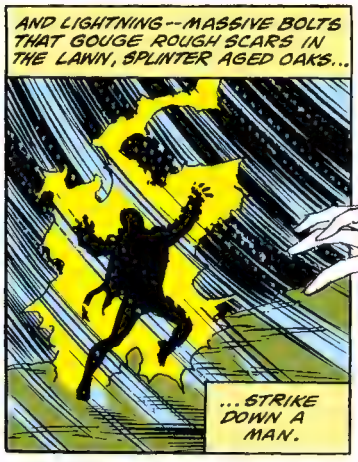
YEAH! AND BECAUSE OF WHAT YOU DID, THEY MADE US FREAKS! PART HUMAN--BUT MOSTLY MACHINE!
IS THAT ALL?! MAN, YOU'RE PATHETIC!
SO WHAT IF YOU'RE BIONIC?! THERE ARE WORSE FATES!

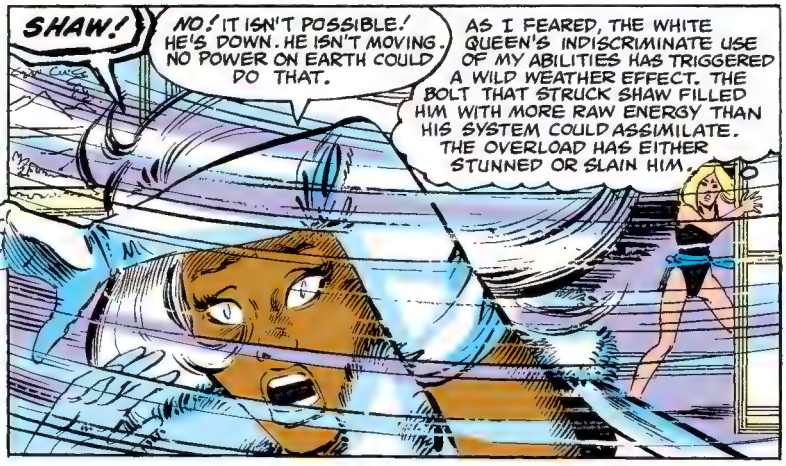

YOU'RE ALIVE, COLE. A THINKIN', BREATHIN', FEELIN' HUMAN BEING. OR AT LEAST YOU'RE SUPPOSED TO BE.
ARTIFICIAL PARTS, MECHANICAL LIMBS, CAN'T TAKE THAT ESSENTIAL HUMANITY AWAY. JUST AS FLESH-AND-BLOOD CAN'T GIVE IT TO YOU. I COULD GRANT YOUR WISH, BUB, BUT I WON'T. YOU AREN'T WORTH THE EFFORT.

AN ELOQUENT STATEMENT, WOLVERINE. SHALL I CARVE IT ON YOUR TOMBSTONE?
YOU CAN TRY, SHAW.
VAMOOSE, CRAWLER! YOU'RE NO MATCH FOR THE BIG MAN!
NOR ARE YOU, MAD MAN! HE'LL SNAP YOUR BONES LIKE ROTTEN TWIGS!
BAMF
SHE'S RIGHT. WE DAREN'T ATTACK SHAW DIRECTLY. THE HARDER WE HIT HIM, THE STRONGER HE GETS.
BUT IF I CAN USE MY OPTIC BLAST TO SHOVE HIM OFF-BALANCE INTO PETER'S ARMS-- DONE IT!
COLOSSUS--A FASTBALL SPECIAL! TOSS HIM INTO THE LAKE!
"WITH LUCK, HE SHOULD BURN OFF A FAIR CHUNK OF HIS POWER JUST BY SWIMMING BACK TO SHORE."
AND HE'LL BE OUT OF OUR HAIR LONG ENOUGH FOR US TO DEAL WITH HIS COMPATRIOTS.
SURRENDER, ORORO. I HAVE NO WISH TO HURT YOU.

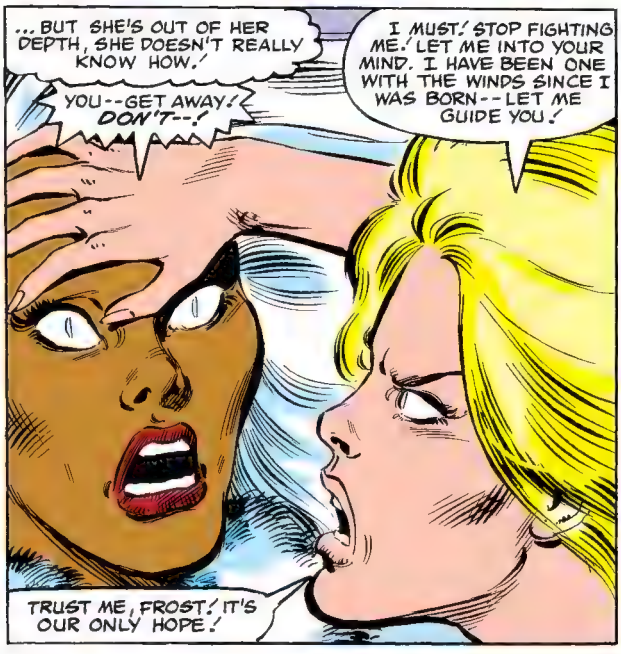
A PITY, NIGHTCRAWLER, THAT THE FEELING ISN'T MUTUAL!
AHHRRR!

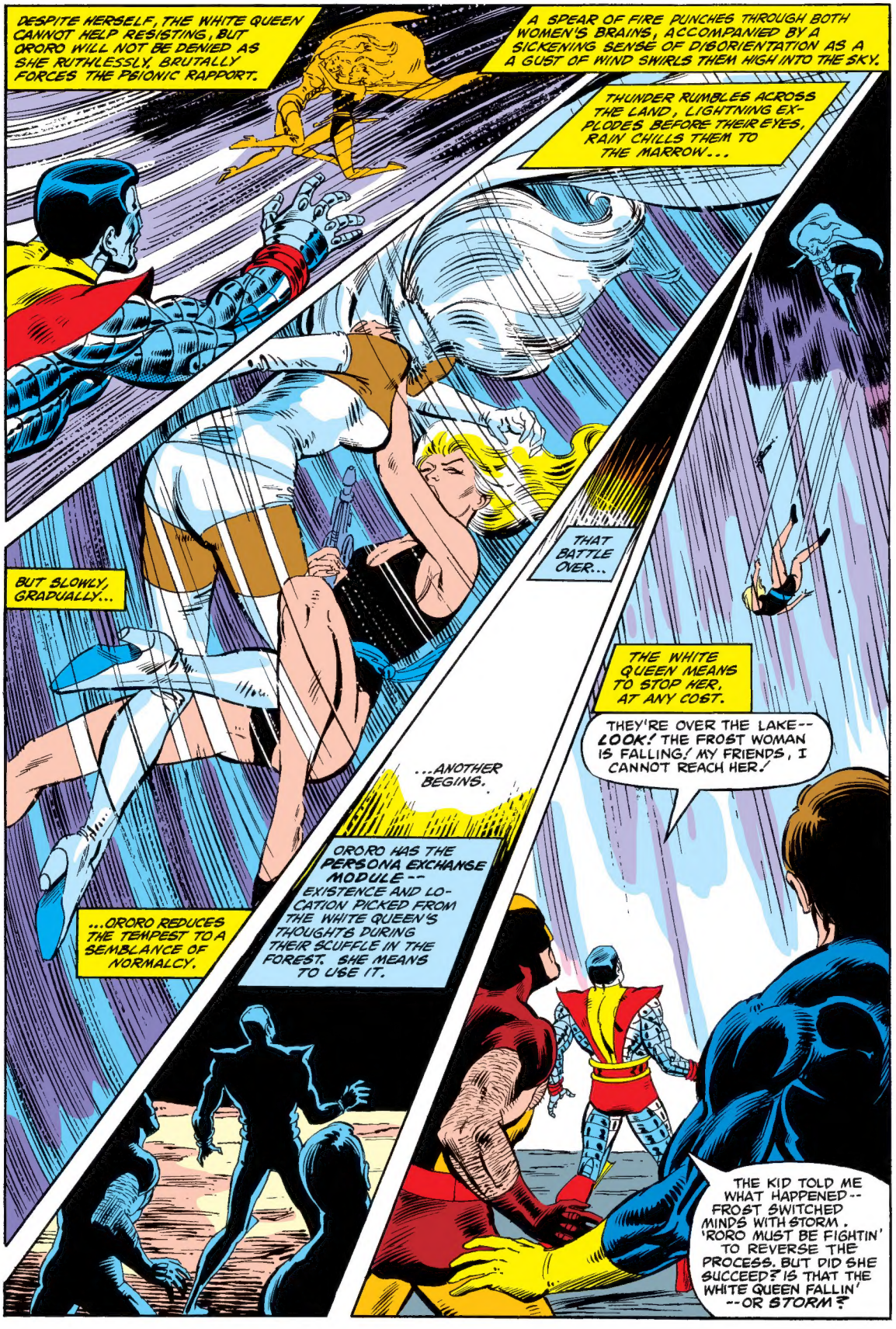

SUDDENLY....
IT SEEMS TO COME OUT OF NOWHERE, SMASHING THROUGH THE HOUSE LIKE AN ELEMENTAL BATTERING RAM, SWEEPING BOTH COMBATANTS AND BYSTANDERS OFF THEIR FEET.
BY THE WHITE WOLF--
--THE WIND!
AND WITH THE UNNATURAL WIND COMES RAIN--A TORRENTIAL MONSOON.

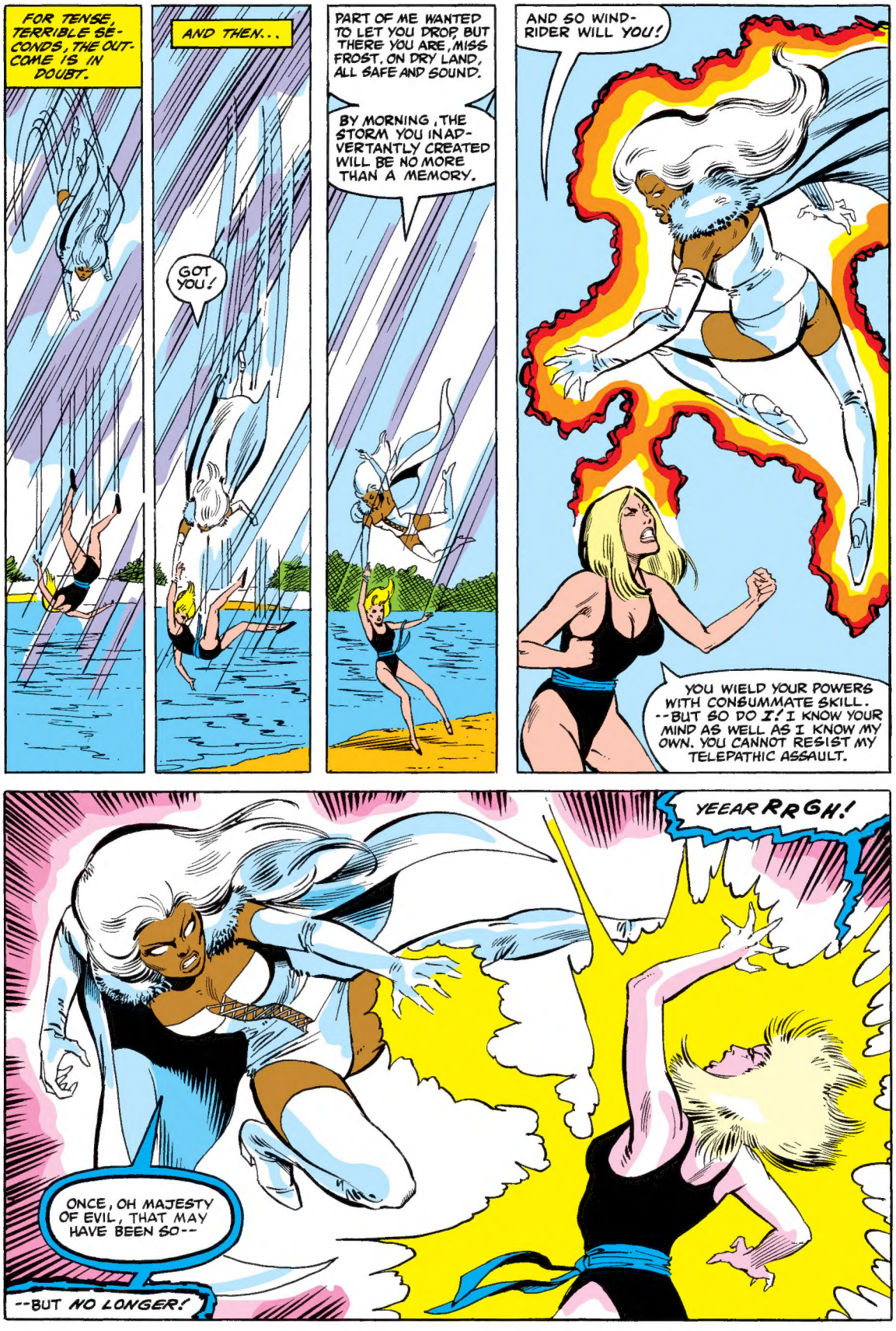

AND LIGHTNING--MASSIVE BOLTS THAT GOUGE ROUGH SCARS IN THE LAWN, SPLINTER AGED OAKS...
...STRIKE DOWN A MAN.


SHAW!
NO! IT ISN'T POSSIBLE! HE'S DOWN. HE ISN'T MOVING. NO POWER ON EARTH COULD DO THAT.
AS I FEARED, THE WHITE QUEEN'S INDISCRIMINATE USE OF MY ABILITIES HAS TRIGGERED A WILD WEATHER EFFECT. THE BOLT THAT STRUCK SHAW FILLED HIM WITH MORE RAW ENERGY THAN HIS SYSTEM COULD ASSIMILATE. THE OVERLOAD HAS EITHER STUNNED OR SLAIN HIM.

IF THIS STORM ISN'T BROUGHT UNDER CONTROL --QUICKLY--WE'LL BE THE NEXT TO FALL!
I CAN SENSE FROST'S TERROR. SHE'S TRYING TO REASSERT HER MASTERY OVER THE ELEMENTS...


...BUT SHE'S OUT OF HER DEPTH, SHE DOESN'T REALLY KNOW HOW!
YOU--GET AWAY! DON'T--!
I MUST! STOP FIGHTING ME! LET ME INTO YOUR MIND. I HAVE BEEN ONE WITH THE WINDS SINCE I WAS BORN--LET ME GUIDE YOU!
TRUST ME, FROST! IT'S OUR ONLY HOPE!


DESPITE HERSELF, THE WHITE QUEEN CANNOT HELP RESISTING, BUT ORORO WILL NOT BE DENIED AS SHE RUTHLESSLY, BRUTALLY FORCES THE PSIONIC RAPPORT.
A SPEAR OF FIRE PUNCHES THROUGH BOTH WOMEN'S BRAINS, ACCOMPANIED BY A SICKENING SENSE OF DISORIENTATION AS A GUST OF WIND SWIRLS THEM HIGH INTO THE SKY.
THUNDER RUMBLES ACROSS THE LAND, LIGHTNING EXPLODES BEFORE THEIR EYES, RAIN CHILLS THEM TO THE MARROW...
BUT SLOWLY, GRADUALLY...
...ORORO REDUCES THE TEMPEST TO A SEMBLANCE OF NORMALCY.
THAT BATTLE OVER...
...ANOTHER BEGINS.
ORORO HAS THE PERSONA EXCHANGE MODULE -- EXISTENCE AND LOCATION PICKED FROM THE WHITE QUEEN'S THOUGHTS DURING THEIR SCUFFLE IN THE FOREST. SHE MEANS TO USE IT.
THE WHITE QUEEN MEANS TO STOP HER, AT ANY COST.
THEY'RE OVER THE LAKE -- LOOK! THE FROST WOMAN IS FALLING! MY FRIENDS, I CANNOT REACH HER!
THE KID TOLD ME WHAT HAPPENED -- FROST SWITCHED MINDS WITH STORM. 'RORO MUST BE FIGHTIN' TO REVERSE THE PROCESS. BUT DID SHE SUCCEED? IS THAT THE WHITE QUEEN FALLIN' --OR STORM?


FOR TENSE, TERRIBLE SECONDS, THE OUTCOME IS IN DOUBT.
AND THEN...
GOT YOU!
PART OF ME WANTED TO LET YOU DROP, BUT THERE YOU ARE, MISS FROST, ON DRY LAND, ALL SAFE AND SOUND.
BY MORNING, THE STORM YOU INADVERTANTLY CREATED WILL BE NO MORE THAN A MEMORY.
AND SO WIND-RIDER WILL YOU!
YOU WIELD YOUR POWERS WITH CONSUMMATE SKILL. --BUT SO DO I! I KNOW YOUR MIND AS WELL AS I KNOW MY OWN. YOU CANNOT RESIST MY TELEPATHIC ASSAULT.
YEEAR RRGH!
ONCE, OH MAJESTY OF EVIL, THAT MAY HAVE BEEN SO--
--BUT NO LONGER!

YOU MADE ME YOUR SLAVE, YOUR UNWITTING PUPPET--YOU *USED* ME--BUT FROM THIS INSTANT...

...I AM *FREE!*

ORORO?

PROFESSOR, I... I'M FRIGHTENED. SHE DOESN'T LOOK HUMAN.

SHE'S LIKE ...A REAL *GODDESS.*

SOMEONE GIVE ME A HAND. SHAW'S POWER SAVED HIM FROM BEING BURNED, BUT HE'S BARELY BREATHING.

HEAR ME, EMMA FROST.'

AS I CHILD, I SWORE NEVER AGAIN TO KILL. BUT TONIGHT, I'LL BREAK THAT VOW. YOU HAVE COMMITTED A HEINOUS, UNFORGIVEABLE CRIME. IN STEALING MY BODY, YOU PERVERTED A TRUST AS OLD AS THE EARTH ITSELF!

YOU WILL PAY FOR THAT IN--*BLOOD!*

ORORO --*NO!*

STAND ASIDE, WOLVERINE!

AND WATCH YOU DESTROY YOURSELF? NOT FLAMIN' LIKELY!

ANYONE CAN KILL, PRINCESS. IT'S EASY, I KNOW. WHAT TAKES COURAGE AN' STRENGTH --WHAT SEPARATES THE HUMANS FROM THE ANIMALS--IS *NOT* KILLIN'.

SOME PEOPLE ARE WARRIORS, DARLIN'--BORN TO KILL. THAT'S ME. AND SOME EXIST TO SHOW US THERE'S A *BETTER* WAY. THAT'S YOU. THERE'S SO MUCH BEAUTY IN YOU, 'RORO. IT'D BE A SHAME TO SPOIL IT FOR THE LIKES OF HER.

IT IS STRANGE HEARING SUCH PHILOSOPHY FROM YOUR LIPS, MY FRIEND. BUT YOUR POINT IS WELL TAKEN.

SHALL I CALL THE POLICE?

NO, KITTEN. WE CANNOT EXPOSE THE HELLFIRE CLUB WITHOUT EXPOSING OURSELVES. BUT NEITHER CAN THEY EXPOSE US. IN OUR MUTUAL FEAR OF DISCOVERY LIES MUTUAL... SAFETY. IS THAT NOT SO, EMMA?

I'LL...KEEP SILENT, ORORO. YOU HAVE MY WORD.

THE INNER CIRCLE-- THE SECRET, EVIL HEART OF THE HELLFIRE CLUB IS NOTHING WITHOUT SHAW. UNTIL HE RECOVERS--IF HE RECOVERS--YOU HAVE NOTHING TO FEAR FROM US.

AND KITTY PRYDE?

YOU WANT THE BRAT? TO THE VICTORS GO THE SPOILS.

BUT I SWEAR, WIND-RIDER, WITH ALL MY HEART AND SOUL, THAT THOUGH WE'VE LOST THIS BATTLE, THE WAR BETWEEN US SHALL NOT END--UNTIL THE X-MEN ARE BOTH DEAD AND DAMNED.'

NEXT ISSUE: COCKRUM RETURNS WITH THE ZANIEST, FARTHEST-OUT, MOST HEART-RENDING STORY OF THE YEAR. JOIN US, ONCE UPON A TIME IN 30 DAYS FOR: **KITTY'S FAIRY TALE**

MINUTEMEN

Sy13nt
Bob